

309272

LAW OFFICES

CONLEY & CLEARY

2401 MANATEE AVENUE WEST
BRADENTON, FLORIDA 34205

Phone: (941) 748-8778
Facsimile: (941) 745-2572

*Also admitted in Mississippi
**Also admitted in Colorado
Toll-Free: 877-723-3034
Email: CONCLEAR@aol.com

ROGER P. CONLEY
KENNETH W. CLEARY
LORI M. DORMAN

March 3, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

000003159640--6
-03/07/00--01012--004
****113.75 ****113.75

Re: Articles of Merger

Gentlemen:

Please find enclosed the original of the Articles of Merger for CONLEY BUICK, INC., COMPUTER APPLIED MANAGEMENT SYSTEMS, INC. and CONBER, INC., *with CONLEY BUICK, INC., being the surviving corporation.*

Also enclosed is our check in the amount of \$113.75, made payable to the Secretary of State, representing the filing fees based upon \$35.00 per party, plus \$8.75 for a certified copy of the Articles.

Please furnish our office with said certified copy of said Articles of Merger after filing with the State.

Thank you for your consideration in this regard.

Very truly yours,

Susan J. Vanzant
Legal Assistant

Merger
1-3-01
HJS

FILED
01 JAN -3 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/sv
Enclosures

LAW OFFICES
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December 21, 2000

Secretary of State
Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

**Re: Articles of Merger
Conley Buick, Inc. Reference No. 309272**

Gentlemen:

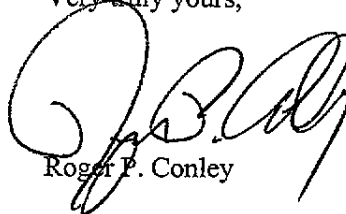
Please find enclosed amended Articles of Merger for Conley Buick, Inc., Computer Applied Management Systems, Inc. and Conber, Inc. with Conley Buick, Inc. being the surviving corporation.

For your ease of reference, I am enclosing my letters of March 3 and April 25, 2000, together with your letter of March 20, 2000.

Please furnish our office with a certified copy of the Articles of Merger after filing.

Thank you for your consideration in this regard.

Very truly yours,



Roger P. Conley

RPC:ijd
Enclosures

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Secretary of State
Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

April 25, 2000

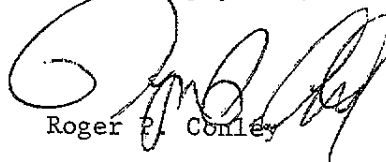
Re: Articles of Merger
Conley Buick, Inc. Reference No. 309272

Gentlemen:

In reference to your letter of March 20, 2000, please be advised that the principals will be unavailable because of travel commitments to sign the revised documentation requested until late fall. Accordingly, please hold the filing open until the same is refiled.

Thank you for your cooperation.

Very truly yours,



Roger P. Conley



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 20, 2000

CONLEY & CLEARY
2401 MANATEE AVENUE WEST
BRADENTON, FL 34205

SUBJECT: CONLEY BUICK, INC.
Ref. Number: 309272

We have received your document for CONLEY BUICK, INC. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spitzer
Document Specialist

Letter Number: 400A00015088

RECEIVED
01 JAN -2 AM 8:31
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMPUTER APPLIED MANAGEMENT SYSTEMS, INC., a Florida corporation,
H80911

CONBER, INC., a Florida corporation, 337775

INTO

CONLEY BUICK, INC., a Florida entity, 309272

File date: January 3, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

FILED
01 JAN -3 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F. S.:

1. The name and jurisdiction of the surviving corporation is CONLEY BUICK, INC., a Florida corporation;
2. The name and jurisdiction of each merging corporation are as follows:
 - A. COMPUTER APPLIED MANAGEMENT SYSTEMS, INC., a Florida corporation; and
 - B. CONBER, INC., a Florida corporation
3. The plan of merger attached hereto;
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State;
5. The plan of merger was adopted by the shareholders of the surviving corporation, CONLEY BUICK, INC., a Florida corporation on December 15, 1999;
6. The plan of merger was adopted by the shareholders of the merging corporations on December 15, 1999.

Dated this 18th day of December, 2000.

CONLEY BUICK, INC., a Florida corporation

By: Jeffrey A. Conley
JEFFREY A. CONLEY, Vice-President

Bertha M. Conley
BERTHA M. CONLEY, Secretary

COMPUTER APPLIED MANAGEMENT SYSTEMS, INC., a Florida corporation

By: Jeffrey A. Conley
JEFFREY A. CONLEY, Vice-President

Bertha M. Conley
BERTHA M. CONLEY, Secretary

CONBER, INC., a Florida corporation

By: Jeffrey A. Conley
JEFFREY A. CONLEY, Vice-President

Bertha M. Conley
BERTHA M. CONLEY, Secretary

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S. in accordance with the laws of the State of Florida.

1. The name and jurisdiction of the surviving corporation is CONLEY BUICK, INC., a Florida corporation.
2. The name and jurisdiction of each merging corporation are as follows:
 - A. COMPUTER APPLIED MANAGEMENT SYSTEMS, INC., a Florida corporation
 - B. CONBER, INC., a Florida corporation
3. The terms and conditions of the merger are as follows:

COMPUTER APPLIED MANAGEMENT SYSTEMS, INC., a Florida corporation and CONBER, INC., a Florida corporation will be merged into CONLEY BUICK, INC., a Florida corporation.
4. The shares of COMPUTER APPLIED MANAGEMENT SYSTEMS, INC., a Florida corporation and the shares of CONBER, INC., a Florida corporation shall be merged into and surrendered to, CONLEY BUICK, INC., a Florida corporation based upon the net book value of each corporation, with shares of CONLEY BUICK, INC., a Florida corporation being issued to shareholders of COMPUTER APPLIED MANAGEMENT SYSTEMS, INC., a Florida corporation and CONBER, INC., a Florida corporation based upon same.

Dated this 5th day of December, 2000.

CONLEY BUICK, INC., a Florida corporation

By: Jeff A Conley
JEFFREY A. CONLEY, Vice-President

Bertha M. Conley
BERTHA M. CONLEY, Secretary

COMPUTER APPLIED MANAGEMENT SYSTEMS, INC., a Florida corporation

By: Jeff A Conley
JEFFREY A. CONLEY, Vice-President

Bertha M. Conley
BERTHA M. CONLEY, Secretary

CONBER, INC., a Florida corporation

By: Jeff A Conley
JEFFREY A. CONLEY, Vice-President

Bertha M. Conley
BERTHA M. CONLEY, Secretary