

Dec. 28. 2000 2:11PM

CONLEY, CLEARY, & DORMAN

No. 2391 Exp. 1/31

309272

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : CONLEY, CLEARY & DORMAN

Account Number : I20000000181

Phone : (941) 748-8778

Fax Number : (941) 745-2572

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DIVISION OF CORPORATIONS

## MERGER OR SHARE EXCHANGE

CONLEY BUICK, INC.

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4

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CONLEY BUICK-PONTIAC, INC., a Florida corporation, document number  
F72536

,

INTO

**CONLEY BUICK, INC.**, a Florida entity, 309272

File date: December 28, 2000, effective December 31, 2000

Corporate Specialist: Karen Gibson

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**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 is as follows:
  - A. CONLEY BUICK-PONTIAC, INC., a Florida corporation
3. The terms and conditions of the merger are as follows:

CONLEY BUICK-PONTIAC, INC., a Florida corporation will be merged into CONLEY BUICK, INC., a Florida corporation.
4. The shares of CONLEY BUICK-PONTIAC, 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 in proportion to each other with shares of CONLEY BUICK, INC., a Florida corporation being issued to shareholders of CONLEY BUICK-PONTIAC, INC., a Florida corporation based upon same.

Dated this 6<sup>th</sup> day of November, 2000.

CONLEY BUICK, INC., a Florida corporation

By: [Signature]  
JEFFREY A. CONLEY, President

[Signature]  
ROGER P. CONLEY, Secretary

CONLEY BUICK-PONTIAC, INC.,  
a Florida corporation

By: [Signature]  
ROGER P. CONLEY, President

[Signature]  
JEFFREY A. CONLEY, Secretary

FILED  
00 DEC 28 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
12-31-00

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**ARTICLES OF MERGER**

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 is as follows:
  - A. CONLEY BUICK-PONTIAC, INC., a Florida corporation.
3. The plan of merger is attached hereto;
4. The merger shall become effective on December 31, 2000;
5. The Plan of Merger was adopted by the shareholders of the surviving corporation, CONLEY BUICK, INC., a Florida corporation on November 3, 2000;
6. The Plan of Merger was adopted by the shareholders of the merging corporations on November 6, 2000.

Dated this 6<sup>th</sup> day of November, 2000.

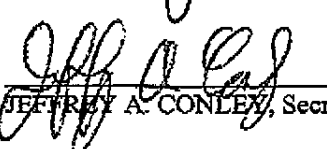
CONLEY BUICK, INC., a Florida corporation

By:   
JEFFREY A. CONLEY, President

  
ROGER P. CONLEY, Secretary

CONLEY BUICK-PONTIAC, INC.,  
a Florida corporation

By:   
ROGER P. CONLEY, President

  
JEFFREY A. CONLEY, Secretary

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