

Feb. 6. 2001 9:27AM

CONLEY, CLEARY, & DORMAN

No. 3 84 542P. 1211

309272

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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From:

Account Name : CONLEY, CLEARY & DORMAN, CHARTERED
Account Number : I20000000181
Phone : (941) 748-8778
Fax Number : (941) 745-2572

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CONLEY BUICK, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING: _____

THE CONLEY GROUP, INC., a Florida corporation, document number H80840

INTO

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

File date: February 6, 2001

Corporate Specialist: Karen Gibson

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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. THE CONLEY GROUP, INC., a Florida corporation.
3. The plan of merger is attached hereto;
4. The merger shall become effective on January 31, 2001;
5. The Plan of Merger was adopted by the shareholders of the surviving corporation, CONLEY BUICK, INC., a Florida corporation on December 30, 2000;
6. The Plan of Merger was adopted by the shareholders of the merging corporations on December 30, 2000.

Dated this 30th day of December, 2000.

CONLEY BUICK, INC., a Florida corporation

THE CONLEY GROUP, INC., a Florida corporation

By: 
JEFFREY A. CONLEY, President


ROGER P. CONLEY, Secretary

By: 
JEFFREY A. CONLEY, President


ROGER P. CONLEY, Secretary

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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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. THE CONLEY GROUP, INC., a Florida corporation
3. The terms and conditions of the merger are as follows:

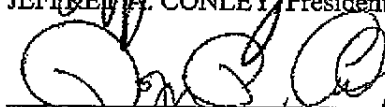
THE CONLEY GROUP, INC., a Florida corporation will be merged into CONLEY BUICK, INC., a Florida corporation.
4. The shares of ^{THE} CONLEY GROUP, INC., a Florida corporation shall be merged into and surrendered to CONLEY BUICK, INC., a Florida corporation based upon the net book value of each corporation in proportion to each other with shares of CONLEY BUICK, INC., a Florida corporation being issued to shareholders of ^{*THE} CONLEY GROUP, INC., a Florida corporation based upon same.

Dated this 30th day of December, 2000.

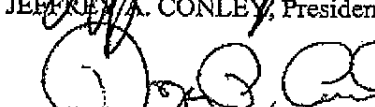
CONLEY BUICK, INC., a Florida corporation

THE CONLEY GROUP, INC., a Florida corporation

By: 
JEFFREY A. CONLEY, President


ROGER P. CONLEY, Secretary

By: 
JEFFREY A. CONLEY, President


ROGER P. CONLEY, Secretary

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