

Dec. 30. 2005 1:21PM

No. 8925 P&P. 1 of 1

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Florida Department of State
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To: Division of Corporations
Fax Number : (850) 205-0380

EFFECTIVE DATE
12-31-05

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

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05 DEC 30 AM 8:00

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

CONLEY BUICK, INC.

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$78.75

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Merger
12/30/05
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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 SUBARU, INC., a Florida corporation.
3. The plan of merger is attached hereto;
4. The merger shall become effective on December 31, 2005;
5. The Plan of Merger was adopted by the shareholders of the surviving corporation, CONLEY BUICK, INC., a Florida corporation on December 30, 2005;
6. The Plan of Merger was adopted by the shareholders of the merging corporation on December 30, 2005.

RECEIVED
12-31-05

Dated this 30th day of December, 2005.

CONLEY BUICK, INC., a Florida corporation

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

Roger P. Conley
ROGER P. CONLEY, Secretary

CONLEY SUBARU, INC., a Florida corporation

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

Roger P. Conley
ROGER P. CONLEY, Secretary

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DIVISION OF CORPORATIONS
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PLAN OF MERGER

The following Plan of Merger is submitted in accordance 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 SUBARU, INC., a Florida corporation
3. The terms and conditions of the merger are as follows:
 - A. CONLEY SUBARU, INC., a Florida corporation will be merged into CONLEY BUICK, INC., a Florida corporation;
4. The shares of CONLEY SUBARU, INC., a Florida corporation shall be merged into and surrendered to CONLEY BUICK, INC., a Florida corporation based upon the relative fair market value of each corporation in proportion to each other with shares of CONLEY BUICK, INC., a Florida corporation being issued to shareholders of CONLEY SUBARU, INC., a Florida corporation based upon same.

Dated this 30th day of December, 2005.

CONLEY BUICK, INC., a Florida corporation

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

Roger P. Conley
ROGER P. CONLEY, Secretary

CONLEY SUBARU, INC., a Florida corporation

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

Roger P. Conley
ROGER P. CONLEY, Secretary

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APPROVAL

I hereby approve of the Plan of Merger attached hereto.

SHAREHOLDERS OF:
CONLEY BUICK, INC., a Florida corporation

Bertha M. Conley
BERTHA M. CONLEY

Jeffrey A. Conley
JEFFREY A. CONLEY

Roger P. Conley
ROGER P. CONLEY

SHAREHOLDERS OF:
CONLEY SUBARU, INC., a Florida corporation

Bertha M. Conley
BERTHA M. CONLEY

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