

394800

NATIONAL AUTO PROPERTIES, INC.

1605 South Missouri Avenue

Clearwater, Florida 33756

FILED
00 JAN 31 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 3, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ARTICLES OF MERGER OF
NATIONAL AUTO PROPERTIES, INC. AND
AUTO PROPERTIES, INC.

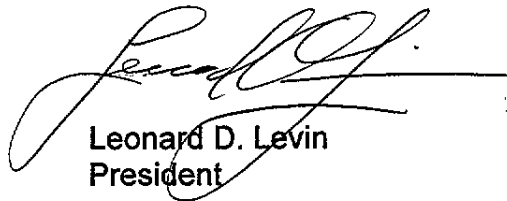
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*****70.00 *****70.00

Gentlemen:

Enclosed please find two fully executed Articles of Merger of National Auto Properties, Inc. and Auto Properties, Inc.

Please file the Articles of Merger accordingly and return to me one acknowledged copy of the document. Enclosed is a check in the amount of \$70.00 to cover the appropriate fee. Thank you.

Very truly yours,



Leonard D. Levin
President

LDL/cj
Enclosures

V. SHEPARD FEB 2 2000

Mergers

V. SHEPARD FEB 2 2000

ARTICLES OF MERGER
Merger Sheet

MERGING: _____

AUTO PROPERTIES, INC., a Florida corporation, P95000029266

INTO

NATIONAL AUTO PROPERTIES, INC., a Florida entity, 394800.

File date: January 31, 2000

Corporate Specialist: Velma Shepard



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2000

LEONARD D. LEVIN
NATIONAL AUTO PROPERTIES, INC.
1605 S. MISSOURI AVE.
CLEARWATER, FL 33756

SUBJECT: AUTO PROPERTIES, INC.
Ref. Number: P95000029266

We have received your document for AUTO PROPERTIES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please state what the name of the surviving corporation is in your "Articles of Merger".

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 200A00002296

Rec'd 1/31

NATIONAL AUTO PROPERTIES, INC.
1605 South Missouri Avenue
Clearwater, Florida 33756

January 21, 2000

Ms. Velma Shepard
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ARTICLES OF MERGER OF
NATIONAL AUTO PROPERTIES, INC. AND
AUTO PROPERTIES, INC.

Dear Ms. Shepard:

Enclosed is corrected Articles of Merger per your instructions. If you require anything further I can be reached by phone at 727-797-8416.

We are in the process of moving our offices. Please file the Articles of Merger accordingly and return one acknowledged copy of the document to the following address:

Leonard D. Levin
National Auto Properties, Inc.
116 Crestwood Court South
Safety Harbor, FL 34695

Thank you.

Very truly yours,



Leonard D. Levin
President

LDL/cj
Enclosures

ARTICLES OF MERGER
OF
NATIONAL AUTO PROPERTIES, INC.
AND
AUTO PROPERTIES, INC.

FILED
00 JAN 31 AM 9:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NATIONAL AUTO PROPERTIES, INC. and AUTO PROPERTIES, INC., both Florida corporations, under their corporate seal in the hands of their presidents, hereby certify that:

The Board of Directors and Shareholders of said corporations at meetings called and held on December 31, 1999, adopted the following:

PLAN OF MERGER
OF AFFILIATED CORPORATIONS

- 1) Name and Relationship of each corporation:
 - a) National Auto Properties, Inc., common shareholder.
 - b) Auto Properties, Inc., common shareholder.
 - c) Carol J. Levin owns 100% of the shares of stock of both merging corporations.
- 2) Surviving Corporation: National Auto Properties, Inc.
- 3) Effective Date of Merger: January 1, 2000
- 4) Terms and Conditions of Merger:
 - a) All assets and liabilities of non-surviving corporation shall be acquired by the surviving corporation including all trade names and intellectual properties.
 - b) Surviving corporation shall not change its name.
- 5) The Manner and Basis of converting shares of the non-surviving corporation into shares of the surviving corporation:

For every share of stock issued and outstanding on the Effective Date of merger of the non-surviving corporation there shall be issued to the shareholder of the non-surviving corporation one share of stock of the surviving corporation. Both corporations have only one class of shares of stock authorized.

- 6) Changes in Articles or By Laws of Surviving Corporation:

None.

7) Requirements to Effect This Plan of Merger:

A unanimous vote by all Directors and the shareholder of both corporations.

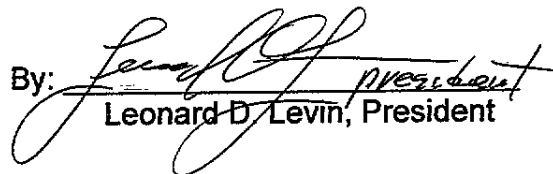
THIS PLAN OF MERGER was unanimously adopted by the Board of Directors and the shareholder of both the surviving corporation and non-surviving corporation on December 31, 1999.

IN WITNESS WHEREOF, said corporations have caused these Articles of Merger to be signed in their name, by their President and their corporate seals have been hereunto affixed this 24th day of January, 2000.

NATIONAL AUTO PROPERTIES, INC.

(SEAL)

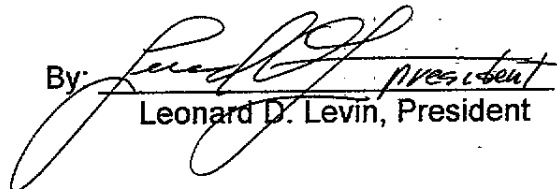
By:

 Leonard D. Levin, President

AUTO PROPERTIES, INC.

(SEAL)

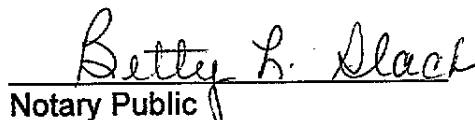
By:

 Leonard D. Levin, President

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LEONARD D. LEVIN, known to me and known to be the person who executed the foregoing Articles of Merger and acknowledged before me that he executed the Articles of Merger as President of National Auto Properties, Inc.

WITNESS my hand and official seal this 24 day of January, 2000.


Notary Public

My Commission Expires:



Betty L. Slack
MY COMMISSION # CG635102 EXPIRES
April 11, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LEONARD D. LEVIN, known to me and known to be the person who executed the foregoing Articles of Merger and acknowledged before me that he executed the Articles of Merger as President of Auto Properties, Inc.

WITNESS my hand and official seal this 24 day of January, 2000.

Betty L. Slack
Notary Public

My Commission Expires:

mergnnapir



Betty L. Slack
MY COMMISSION # CC635102 EXPIRES
April 11, 2001
BONDED THRU TROY FAIR INSURANCE, INC.