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MERGER OR SHARE EXCHANGE

REGENCY AUTOHAUS, INC.

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**ARTICLES OF MERGER
OF
LIEBIG INVESTMENTS, INC.
WITH AND INTO
REGENCY AUTOHAUS, INC.**

Pursuant to the provisions of Sections 607.1101, *et. seq.* of the Florida Business Corporation Act ("FBCA"), the undersigned hereby certify that:

1. LIEBIG INVESTMENTS, INC., a Florida corporation (the "Constituent Corporation") shall be merged with and into REGENCY AUTOHAUS, INC., a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation (such merger, the "Merger").

2. The Agreement and Plan of Merger, dated as of November 5, 2007, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A, was executed and adopted by the Constituent Corporation and the Surviving Corporation in accordance with the FBCA, and approved by the sole shareholder of the Constituent Corporation and the sole shareholder of the Surviving Corporation by respective written consents dated as of November 5, 2007.

3. The address of the principal office of the Surviving Corporation is 515 North Flagler Drive, Suite P-400, West Palm Beach, FL 33401.

4. The Merger shall become effective upon the filing of these Articles of Merger (the "Effective Date").

[SIGNATURES ON NEXT PAGE]

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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Constituent Corporation and the Surviving Corporation by their respective authorized officers as of the 5th day of November, 2007.

LIEBIG INVESTMENTS, INC., a Florida corporation

By: ~~_____~~
Name: Terry Taylor
Title: President

REGENCY AUTOHAUS, INC., a Florida corporation

By: ~~_____~~
Name: Terry Taylor
Title: President

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Exhibit A

Agreement and Plan of Merger

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**AGREEMENT AND PLAN OF MERGER
OF
LIEBIG INVESTMENTS, INC.
AND
REGENCY AUTOHAUS, INC**

This Agreement and Plan of Merger (this "Plan of Merger") dated as of November 5, 2007 is made by and between LIEBIG INVESTMENTS, INC., a Florida Corporation (the "Constituent Corporation"), and REGENCY AUTOHAUS, INC., a Florida Corporation (the "Corporation" or the "Surviving Corporation").

AGREEMENT

1. On the Effective Date (as defined in paragraph 6), in accordance with the provisions of this Plan of Merger and the provisions of the Florida Business Corporation Act, pursuant to the terms of a Merger Agreement (the "Merger Agreement"), the Constituent Corporation shall be merged with and into the Corporation, which shall be the surviving entity (the "Merger") and the separate existence of the Constituent Corporation shall cease. The Corporation shall continue unaffected and unimpaired by the Merger and shall possess and retain every interest of the Constituent Corporation in all assets and properties of every description and wherever located. The rights, privileges, immunities, powers, franchises, and authority, public as well as private, of the Constituent Corporation shall be vested in the Surviving Corporation without further act. All obligations due to the Constituent Corporation shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of the Constituent Corporation existing as of the Effective Date.

2. The Articles of Incorporation of the Corporation as in effect on the Effective Date shall remain in effect and be the Articles of Incorporation of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided by law.

3. The Bylaws of the Corporation as in effect on the Effective Date shall remain in effect and be the Bylaws of the Surviving Corporation, which may be amended from time to time after the Effective Date as provided by law and such Bylaws.

4. From and after the Effective Date, the Directors of the Corporation immediately prior to the Effective Date shall be the Directors of the Surviving Corporation. The sole Director of the Corporation and his business address are as follows:

Terry Taylor

515 North Flagler Drive, Suite P-400
West Palm Beach FL, 33314

5. Immediately prior to the Merger, the Constituent Corporation is wholly-owned by the sole shareholder ("Shareholder") of the Surviving Corporation. As a result of the this fact, the issuance of shares in the Surviving Corporation to the Shareholder, as the shareholder of the Constituent Corporation, would not have any economic significance.

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Therefore, no shares of the Surviving Corporation are being issued to the Shareholder of the Constituent Corporation in the Merger.

6. The Merger shall become effective on the day that the Articles of Merger are filed with the Secretary of State of the State of Florida (the "Effective Date").

7. The proper officers of the Constituent Corporation and the Surviving Corporation, respectively, are duly authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instructions, papers, and documents, that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger.

IN WITNESS WHEREOF, the Constituent Corporation and the Corporation have caused this Plan of Merger to be signed by their respective authorized officers.

LIEBIG INVESTMENTS, INC., a Florida corporation

By: [Signature]
Name: Terry Taylor
Title: President

REGENCY AUTOHAUS, a Florida corporation

By: [Signature]
Name: Terry Taylor
Title: President