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**MERGER OR SHARE EXCHANGE
MANHEIM REMARKETING, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	16
Estimated Charge	\$105.00

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
MERGING
GREATER ORLANDO AUTO AUCTION, INC.
AND
GREATER GULF COAST AUTO AUCTIONS, INC.
INTO
MANHEIM REMARKETING, INC.

Pursuant to Section 607.1109 of Title XXXVI of the Florida Statutes (the "Florida Code"), Manheim Remarketing, Inc., a Delaware corporation ("Manheim Remarketing" or the "Surviving Corporation"), Greater Orlando Auto Auction, Inc., a Florida corporation ("Greater Orlando Auction") and Greater Gulf Coast Auto Auctions, Inc., a Florida corporation ("Gulf Coast Auction"), do hereby certify as follows:

FIRST: The name of the Surviving Corporation is Manheim Remarketing, Inc. The names of the disappearing corporations are Greater Orlando Auto Auction, Inc. and Greater Gulf Coast Auto Auctions, Inc. Manheim Investments, Inc., a Delaware corporation, owns all of the issued and outstanding shares of capital stock of Manheim Remarketing, Greater Orlando Auction and Gulf Coast Auction.

SECOND: The merger shall be effected through an Agreement and Plan of Merger (the "Plan"), a copy of which is set forth as Exhibit A attached hereto.

THIRD: The Plan was duly approved, adopted, certified, and acknowledged by the Board of Directors of each of Manheim Remarketing, Greater Orlando Auction and Gulf Coast Auction, and executed by a duly authorized officer of each of Manheim Remarketing, Gulf Coast Auction and Greater Orlando Auction on November 9, 2009.

FOURTH: The merger shall be effective December 23, 2009.

FIFTH: Pursuant to Section 228 of the DGCL, the sole stockholder of Manheim Remarketing waived all notice requirements and approved the Plan by written consent.

SIXTH: Pursuant to Section 607.0704 of the Florida Code, the sole stockholder of Greater Orlando Auction waived all notice requirements and approved the Plan by written consent.

SEVENTH: Pursuant to Section 607.0704 of the Florida Code, the sole stockholder of Gulf Coast Auction waived all notice requirements and approved the Plan by written consent.

EIGHTH: The certificate of incorporation and bylaws of the Surviving Corporation shall be the certificate of incorporation and bylaws of Manheim Remarketing.

NINTH: The executed Plan is on file at the offices of Manheim Remarketing, c/o Manheim, Inc. 6205 Peachtree Dunwoody Rd., Atlanta, Georgia 30328.

TENTH: A copy of the Plan may be obtained by any stockholder of any constituent entity from the Secretary of Manheim Remarketing, upon request and without cost.

ELEVENTH: Manheim Remarketing is deemed to have appointed the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida corporation that is a party to the merger.


TWELFTH: Manheim Remarketing has agreed to promptly pay to the dissenting shareholders of each Florida corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Code.

THIRTEENTH: There were no dissenting shareholders of either Florida corporation with respect to the merger.


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IN WITNESS WHEREOF, each of the parties has caused this Articles of Merger to be executed on its behalf by its duly authorized officer.

MANHEIM REMARKETING, INC.

By: 
Name: Andrew A. Merdek
Title: Secretary

GREATER ORLANDO AUTO AUCTION, INC.

By: 
Name: Andrew A. Merdek
Title: Secretary

GREATER GULF COAST AUTO AUCTIONS,
INC.

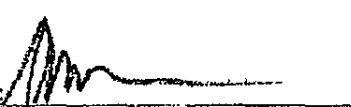
By: 
Name: Andrew A. Merdek
Title: Secretary

Exhibit A

Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated December 23, 2009, by and among Manheim Remarketing, Inc., a Delaware corporation ("Manheim Remarketing"), British Car Auctions, Inc., a Delaware corporation ("British Auctions"), Colorado Auction Services Corporation, a Delaware corporation ("Colorado Auction"), Louisiana Auction Services, Inc., a Delaware corporation ("Louisiana Auction"), Louisville Auto Auction, Inc., an Indiana corporation ("Louisville Auction"), Manheim Interactive, Inc., a Delaware corporation ("Manheim Interactive"), Manheim's Metro Detroit Auto Auction, Inc., a Delaware corporation ("Detroit Auction"), Manheim's Oklahoma Auction Services, Inc., a Delaware corporation ("Oklahoma Auction"), Manheim's Pennsylvania Auction Services, Inc., a Michigan corporation ("Pennsylvania Auction"), New England Auto Auction, Inc., a Delaware corporation ("New England Auction"), New York Auto Auction Services, Inc., a Delaware corporation ("New York Auction"), North Carolina Services Corporation, a Delaware corporation ("North Carolina Auction"), Greater Arizona Auto Auctions, Inc., a Delaware corporation ("Arizona Auction"), Total Resource Auctions, Inc., a Delaware corporation ("TRA"), Cincinnati Auto Auction, Inc., an Ohio corporation ("Cincinnati Auction"), Greater Orlando Auto Auction, Inc., a Florida corporation ("Greater Orlando Auction"), Greater Gulf Coast Auto Auctions, Inc., a Florida corporation ("Gulf Coast Auction"), Tri-City Auto Auction, Inc., a Washington corporation ("Tri-City Auction") (British Auctions, Colorado Auction, Louisiana Auction, Louisville Auction, Manheim Interactive, Detroit Auction, Oklahoma Auction, Pennsylvania Auction, New England Auction, New York Auction, North Carolina Auction, Arizona Auction, TRA, Cincinnati Auction, Greater Orlando Auction, Gulf Coast Auction and Tri-City Auction, collectively, the "Manheim Investments Subsidiaries"), Fredericksburg Auto Auction, Inc., a Delaware corporation ("Fredericksburg Auction"), Manheim Corporate Services, Inc., a Delaware corporation ("MCS"), Georgia Auction Services, Inc., a Delaware corporation ("Georgia Auction"), Manheim Auto Body Repair, Inc., a Delaware corporation ("Manheim Auto Body"), Manheim NJ Investments, Inc., a Delaware corporation ("Manheim NJ Investments"), Manheim Asset Management, Inc., a Delaware corporation ("Manheim Asset Management"), Florida Auto Auction of Orlando, Inc., a Florida corporation ("Florida Auction") (Fredericksburg Auction, MCS, Georgia Auction, Manheim Auto Body, Manheim NJ Investments, Manheim Asset Management and Florida Auction, collectively, the "Manheim Remarketing Subsidiaries"), and together with the Manheim Investments Subsidiaries, the "Disappearing Entities"). Pursuant to Sections 251 and 252 of the Delaware General Corporation Law, Section 23-1-40-7 of the Indiana Business Corporation Law, Section 450.1736 of the Michigan General Corporation Act, Section 1701.79 of the Ohio Revised Code, Section 607.1107 of the Florida Business Corporation Act and Section 23B.11.070 of the Washington Business Corporation Act, the parties agree that the Disappearing Entities shall merge simultaneously with and into Manheim Remarketing (the "Mergers") according to the terms set forth below:

FIRST: The name of the surviving corporation is Manheim Remarketing, Inc., and the address of its principal place of business shall be 6205 Peachtree Dunwoody Road, Atlanta, Georgia 30328 (as such, the "Surviving Corporation"). The Surviving Corporation shall remain duly formed under the laws of the State of Delaware. The names of the disappearing corporations are British Car Auctions, Inc., Colorado Auction Services Corporation, Louisiana Auction

Services, Inc., Louisville Auto Auction, Inc., Manheim Interactive, Inc., Manheim's Metro Detroit Auto Auction, Inc., Manheim's Oklahoma Auction Services, Inc., Manheim's Pennsylvania Auction Services, Inc., New England Auto Auction, Inc., New York Auto Auction Services, Inc., North Carolina Services Corporation, Greater Arizona Auto Auctions, Inc., Total Resource Auctions, Inc., Cincinnati Auto Auction, Inc., Greater Orlando Auto Auction, Inc., Greater Gulf Coast Auto Auctions, Inc., Tri-City Auto Auction, Inc., Fredericksburg Auto Auction, Inc., Manheim Corporate Services, Inc., Georgia Auction Services, Inc., Manheim Auto Body Repair, Inc., Manheim NJ Investments, Inc., Manheim Asset Management, Inc. and Florida Auto Auction of Orlando, Inc. Manheim, Inc., a Delaware corporation ("Manheim"), owns all of the issued and outstanding shares of capital stock of Manheim Investments, a Nevada corporation ("Manheim Investments"). Manheim Investments owns all of the issued and outstanding shares of capital stock of each of the Manheim Investments Subsidiaries. Manheim Remarketing owns all of the issued and outstanding shares of capital stock of each of the Manheim Remarketing Subsidiaries.

SECOND: The Mergers shall be effective as of December 23, 2009 (the "Effective Date"). Upon the Mergers, the corporate existence of Manheim Remarketing, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Mergers, and the corporate identity and existence of the Disappearing Entities, with all their purposes, powers and objects, shall be merged simultaneously with and into Manheim Remarketing, and Manheim Remarketing, as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of the Disappearing Entities shall cease as of the Effective Date.

THIRD: As of the Effective Date, the issued and outstanding shares of the capital stock of Manheim Remarketing and the Disappearing Entities shall be converted into shares of stock of the Surviving Corporation or be canceled as follows: (A) the one hundred (100) shares of Manheim Remarketing stock that are presently owned by Manheim Investments and are outstanding immediately prior to the Effective Date shall, by virtue of the Mergers and without any action by Manheim Investments, become one hundred (100) shares of the Surviving Corporation; (B) the certificate representing the five hundred (500) shares of British Auctions stock outstanding and presently owned by Manheim Investments shall be canceled; (C) the certificate representing the one hundred (100) shares of Colorado Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (D) the certificate representing the one hundred (100) shares of Louisiana Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (E) the certificate representing the two hundred thirty-three and 81/100 (233.81) shares of Louisville Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (F) the certificate representing the one hundred (100) shares of Manheim Interactive stock outstanding and presently owned by Manheim Investments shall be canceled; (G) the certificate representing the one hundred two and 12/100 (102.12) shares of Detroit Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (H) the certificate representing the one hundred (100) shares of Oklahoma Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (I) the certificate representing the one hundred (100) shares of Pennsylvania Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (J) the certificate representing the one hundred (100) shares of New England Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (K) the certificate representing

the one hundred (100) shares of New York Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (L) the certificate representing the one hundred and 94/100 (100.94) shares of North Carolina Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (M) the certificate representing the one thousand (1,000) shares of Arizona Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (N) the certificate representing the one hundred (100) shares of TRA stock outstanding and presently owned by Manheim Investments shall be canceled; (O) the certificate representing the one hundred (100) shares of Fredericksburg Auction stock outstanding and presently owned by Manheim Remarketing shall be canceled; (P) the certificate representing the one hundred (100) shares of MCS stock outstanding and presently owned by Manheim Remarketing shall be canceled; (Q) the certificate representing the one hundred eight and 11/100 (108.11) shares of Georgia Auction stock outstanding and presently owned by Manheim Remarketing shall be canceled; (R) the certificate representing the one hundred (100) shares of Manheim Auto Body stock outstanding and presently owned by Manheim Remarketing shall be canceled; (S) the certificate representing the one hundred (100) shares of Manheim NJ Investments stock outstanding and presently owned by Manheim Remarketing shall be canceled; (T) the certificate representing the one hundred twenty and 18/100 (120.18) shares of Manheim Asset Management stock outstanding and presently owned by Manheim Remarketing shall be canceled; (U) the certificate representing the five (5) shares of Cincinnati Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (V) the certificate representing the one hundred (100) shares of Greater Orlando Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (W) the certificate representing the one thousand (1,000) shares of Gulf Coast Auction stock outstanding and presently owned by Manheim Investments shall be canceled; (X) the certificate representing the one hundred (100) shares of Florida Auction stock outstanding and presently owned by Manheim Remarketing shall be canceled; and (Y) the certificate representing the two thousand five hundred sixty-seven (2,567) shares of Tri-City Auction stock outstanding and presently owned by Manheim Investments shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of the Disappearing Entities; all the property, real and personal, of the Disappearing Entities shall vest in the Surviving Corporation without further act or deed; and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Disappearing Entities.

FOURTH: With respect to the Merger of Cincinnati Auction into Manheim Remarketing, the Surviving Corporation hereby consents to be sued and served with process in the State of Ohio and hereby irrevocably appoints the Ohio Secretary of State as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the Surviving Corporation any obligation of Cincinnati Auction or to enforce rights of a dissenting shareholder of Cincinnati Auction.

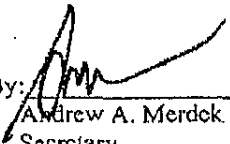
FIFTH: With respect to the Merger of Cincinnati Auction into Manheim Remarketing, the Surviving Corporation hereby intends to transact business in the State of Ohio and hereby appoints CSC - Lawyers Incorporating Service (Corporation Service Company), 50 West Broad Street, Suite 1800, Columbus, OH 43215, as its statutory agent with respect to service of any process, notice, or demand.

SIXTH: As of the Effective Date, the certificate of incorporation and the bylaws of the Surviving Corporation shall be in the form of the existing certificate of incorporation and bylaws of Manheim Remarketing.

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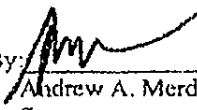
IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officers, as of the day and year first written above.

MANHEIM REMARKETING, INC.

By: 

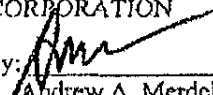
Andrew A. Merdek
Secretary

BRITISH CAR AUCTIONS, INC.

By: 

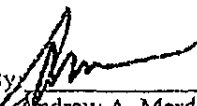
Andrew A. Merdek
Secretary

COLORADO AUCTION SERVICES CORPORATION

By: 


Andrew A. Merdek
Secretary

LOUISIANA AUCTION SERVICES, INC.

By: 


Andrew A. Merdek
Secretary

MANHEIM INTERACTIVE, INC.

By: 

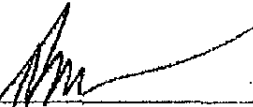
Andrew A. Merdek
Secretary

MANHEIM'S METRO DETROIT AUTO
AUCTION, INC.

By: 

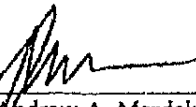
Andrew A. Merdek
Secretary

MANHEIM'S OKLAHOMA AUCTION
SERVICES CORPORATION

By: 


Andrew A. Merdek
Secretary

MANHEIM'S PENNSYLVANIA
AUCTION SERVICES, INC.

By: 

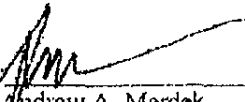
Andrew A. Merdek
Secretary

NEW ENGLAND AUTO AUCTION, INC.

By: 

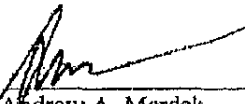
Andrew A. Merdek
Secretary

NEW YORK AUTO AUCTION
SERVICES, INC.

By: 

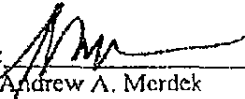
Andrew A. Merdek
Secretary

NORTH CAROLINA SERVICES
CORPORATION

By: 

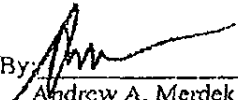
Andrew A. Merdek
Secretary

TOTAL RESOURCE AUCTIONS, INC.

By: 

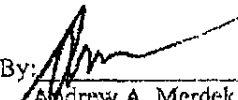
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Secretary

FREDERICKSBURG AUTO AUCTION,
INC.

By: 


Andrew A. Merdek
Secretary

MANHEIM CORPORATE SERVICES,
INC.

By: 

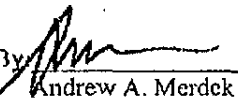
Andrew A. Merdek
Secretary

GEORGIA AUCTION SERVICES, INC.

By: 


Andrew A. Merdek
Secretary

MANHEIM AUTO BODY REPAIR, INC.

By: 


Andrew A. Merdek
Secretary

MANHEIM NJ INVESTMENTS, INC.

By: 


Andrew A. Merdek
Secretary

MANHEIM ASSET MANAGEMENT,
INC.

By: 


Andrew A. Merdek
Secretary

TRI CITY AUTO AUCTION, INC.

By: 

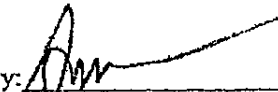
Andrew A. Merdek
Secretary

GREATER ORLANDO AUTO AUCTION,
INC.

By: 

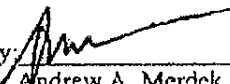
Andrew A. Merdek
Secretary

GREATER GULF COAST AUTO
AUCTIONS, INC.

By: 

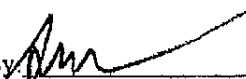
Andrew A. Merdek
Secretary

FLORIDA AUTO AUCTION OF
ORLANDO, INC.

By: 


Andrew A. Merdek
Secretary

CINCINNATI AUTO AUCTION, INC.

By: 

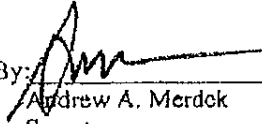
Andrew A. Merdek
Secretary

LOUISVILLE AUTO AUCTION, INC.

By: 

Andrew A. Merdek
Secretary

GREATER ARIZONA AUTO AUCTIONS,
INC.

By: 

Andrew A. Merdek
Secretary