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     Account Number   : 072317001716
     Phone            : (813)221-3900
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MERGER OR SHARE EXCHANGE

JIW ENTERPRISES, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GULF AUTO HOLDINGS, INC., a Florida corporation, document number S77743

IMPORTS OF TAMPA, INC., a Florida corporation, document number P95000092509

WOOLEY BRANDON, INC., a Florida corporation, document number J21726

INTO

JIW ENTERPRISES, INC., a Florida corporation, F91291.

File date: October 23, 1998

Corporate Specialist: Karen Gibson

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PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER, entered into as of the 12th day of October, 1998, by and between JIW ENTERPRISES, INC., a Florida corporation ("Surviving Corporation"), and GULF AUTO HOLDINGS, INC., a Florida corporation ("Gulf"), IMPORTS OF TAMPA, INC., a Florida corporation, f/k/a Courtesy Imports of Tampa, Inc. ("Imports"), and WOOLEY BRANDON, INC., a Florida corporation, f/k/a Courtesy Toyota of Brandon, Inc. ("Brandon") (collectively the "Merged Corporations").

WITNESSETH:

WHEREAS, the Board of Directors of each of the parties hereto deems it advisable and in the best interest of the parties hereto and their respective stockholders that Merged Corporations should be merged into Surviving Corporation, and that Surviving Corporation merge Merged Corporations into itself, pursuant to the terms and conditions hereinafter set forth and in the manner prescribed by the laws of the State of Florida;

WHEREAS, Surviving Corporation, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida on July 20, 1982, effective July 19, 1982, has an authorized capital stock of 7,000 shares of $1.00 par value common capital stock, of which 5,000 shares are issued and outstanding on the date of the execution hereof;

WHEREAS, Gulf, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida on September 4, 1991, effective September 3, 1991, has an authorized capital stock of 10,000 shares of common capital stock of $1.00 par value, of which 1,000 shares are issued and outstanding on the date of the execution hereof;

WHEREAS, Imports, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida on December 6, 1995, as amended on September 22, 1998, has an authorized capital stock of 10,000 shares of common capital stock of $1.00 par value, of which 1,000 shares are issued and outstanding on the date of the execution hereof;

Prepared by: Jonathan S. Gilbert, Esquire
Hill, Ward & Henderson, P. A.
P. O. Box 2231, Tampa FL 33601-2231
(813) 221-3900
Florida Bar Number 010669

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WHEREAS, Brandon, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida on June 27, 1986, as amended on September 22, 1998, has an authorized capital stock of 7,000 shares of common capital stock of $1.00 par value, of which 5,000 shares are issued and outstanding on the date of the execution hereof;

NOW, THEREFORE, the parties hereto agree to this Plan and Articles of Merger, whereby Merged Corporations are merged into Surviving Corporation, and Surviving Corporation merges Merged Corporations into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

ARTICLE I

Merged Corporations shall be and are hereby merged into Surviving Corporation, and Surviving Corporation shall and does hereby merge Merged Corporations into itself. Surviving Corporation shall continue to be governed by the laws of the State of Florida.

ARTICLE II

The Articles of Incorporation of Surviving Corporation shall remain in effect unchanged as a result of this merger.

ARTICLE III

The manner of converting the outstanding shares of capital stock of each of the Merged Corporations into the shares of capital stock of Surviving Corporation shall be as follows:

(a) Each share of the issued and outstanding capital stock of a Merged Corporation shall, as a result of the merger, and without any further action on the part of the parties hereto or their stockholders, be automatically cancelled and shall thereafter not be deemed to be issued or outstanding for any purpose whatsoever; and

(b) Each share of capital stock of Surviving Corporation authorized and issued on the effective date of the merger hereof shall continue and remain unchanged as one share of capital stock of Surviving Corporation.

Upon consummation of the merger described herein, the shareholders of the Merged Corporations shall surrender their certificates representing the outstanding capital stock of the Merged Corporations to the Surviving Corporation, for cancellation and termination, as aforesaid.

ARTICLE IV

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Until altered, amended or repealed as therein provided, the bylaws of Surviving Corporation as they shall exist on the effective date of this Plan and Articles of Merger shall be the bylaws of Surviving Corporation after the effective date of this Plan and Articles of Merger.

(b) The first annual meeting of the stockholders of Surviving Corporation to be held after the date this merger becomes effective shall be the annual meeting provided or to be provided by the bylaws thereof.

(c) The first regular meeting of the Board of Directors of Surviving Corporation to be held after the date this merger becomes effective may be called or may convene in the manner provided in the bylaws of Surviving Corporation and may be held at the time and place specified in the notice of meeting.

(d) Surviving Corporation shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(e) Upon the effective date of this merger, the separate existence of each of the Merged Corporations shall cease, and each of the Merged Corporations shall be merged into Surviving Corporation, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of Surviving Corporation and Merged Corporations, and shall have all of the rights, privileges, powers and franchises of Surviving Corporation and Merged Corporations; and all property, real, personal and mixed, and all debts due to Surviving Corporation and Merged Corporations shall be vested in Surviving Corporation, and all property, rights and privileges, powers and franchises of Surviving Corporation and Merged Corporations and all and every other interest of them shall be thereafter as effectually the property of Surviving Corporation as they were of Surviving Corporation and Merged Corporations; and the title to any real estate, whether by deed or otherwise, vested in the Surviving Corporation and Merged Corporations shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Surviving Corporation and Merged Corporations shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporations shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation shall cause a copy of this Plan and Articles of Merger to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporations is situated.

(f) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporations, the proper officers and directors of Merged Corporations shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

ARTICLE V

Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger, or in the Articles of Incorporation, in the manner now and hereafter prescribed by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE VI

(a) This Plan and Articles of Merger was approved by the sole stockholder and the directors of Surviving Corporation on October 12, 1998 by Joint Action by Unanimous Written Consent.

(b) This Plan and Articles of Merger was approved by the sole stockholder and the directors of Gulf on October 12, 1998 by Joint Action by Unanimous Written Consent.

(c) This Plan and Articles of Merger was approved by the sole stockholder and the directors of Imports on October 12, 1998 by Joint Action by Unanimous Written Consent.

(d) This Plan and Articles of Merger was approved by the sole stockholder and the directors of Brandon on October 12, 1998 by Joint Action by Unanimous Written Consent.

ARTICLE VII

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

ARTICLE VIII

The date of the merger contemplated by this Plan and Articles of Merger shall be as of the date and time of the filing of this Plan and Articles of Merger with the Florida Secretary of State.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the President and Secretary of each of them, pursuant to authority given by their respective Board of Directors and stockholders as described in Article VI hereof.

JJW ENTERPRISES, INC., a Florida corporation

By: ______________________
Jeffrey A. Wooley, President

"Surviving Corporation"

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GULF AUTO HOLDINGS, INC., a Florida corporation

By: ______________________
Jeffrey I. Wooley, President

("Gulf")

IMPORTS OF TAMPA, INC. f/k/a Courtesy Imports of Tampa, Inc., a Florida corporation,

By: ______________________
Jeffrey I. Wooley, President

("Imports")

WOOLEY BRANDON, INC. f/k/a Courtesy Toyota of Brandon, Inc., a Florida corporation

By: ______________________
Jeffrey I. Wooley, President

("Brandon")

"Merged Corporations"

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22 day of October, 1998, Jeffrey I. Wooley, as President of JIW Enterprises, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

NOTARY PUBLIC STATE OF FLORIDA OFFICIAL NOTARY SEAL SANDRA W MACDONALD COMMISSION NUMBER CC752938 MY COMMISSION EXPIRES JUNE 21,2002

Sandra W. Macdonald
Notary Public
Sandra W. Macdonald
(Print, Type or Stamp Name)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22 day of October, 1998, by Jeffrey I. Wooley, as President of Gulf Auto Holdings, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

NOTARY PUBLIC STATE OF FLORIDA OFFICIAL NOTARY SEAL SANDRA W MACDONALD COMMISSION NUMBER CC752938 MY COMMISSION EXPIRES JUNE 21,2002

Sandra W. Macdonald
Notary Public
Sandra W. Macdonald
(Print, Type or Stamp Name)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22 day of October, 1998, by Jeffrey I. Wooley, as President of Imports of Tampa, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

NOTARY PUBLIC STATE OF FLORIDA OFFICIAL NOTARY SEAL SANDRA W MACDONALD COMMISSION NUMBER CC752938 MY COMMISSION EXPIRES JUNE 21,2002

Sandra W. Macdonald
Notary Public
Sandra W. Macdonald
(Print, Type or Stamp Name)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22 day of October, 1998, by Jeffrey I. Wooley, as President of Wooley Brandon, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me.

NOTARY PUBLIC STATE OF FLORIDA OFFICIAL NOTARY SEAL SANDRA W MACDONALD COMMISSION NUMBER CC752938 MY COMMISSION EXPIRES JUNE 21,2002

Sandra W. Macdonald
Notary Public
Sandra W. Macdonald
(Print, Type or Stamp Name)
My Commission Expires:

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