

F97000004991

MICHAEL J. McDERMOTT, P.A.

Attorneys At Law

791 WEST LUMSDEN ROAD ♦ BRANDON, FLORIDA 33511

MICHAEL J. McDERMOTT
RICKY L. THACKER
JEFFREY L. HINDS
DAVID A. WILSON

TELEPHONE (813) 684-3131
FACSIMILE (813) 654-0052

April 7, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
ATTENTION: Amendment Section

Re: Our File No.: 96-0160
Rivard, Roger : Stock Purchase Agreement
James-Rivard Pontiac-GMC, Inc.

500002485345--4
-04/10/98--0109D--013
****122.50 ****122.50

To Whom It May Concern:

Enclosed please find an original and a copy of the authenticated Articles of Merger between James Pontiac-GMC Truck, Inc. (the terminating corporation, a domestic corporation) and James-Rivard Pontiac-GMC, Inc. (the surviving corporation, a foreign corporation).

Please file these Articles in accordance with Florida Statute §607.0120 and return a copy of the Articles certified by the Department of State in the envelope provided for that convenience.

Lastly, enclosed please find a check in the amount of \$122.50 which represents the following:

1. \$70.00 Filing Fee for Filing Articles of Merger (\$35.00 x 2).
2. \$52.50 Cost to certify Articles of Merger and return copy.

Should you require additional information, please do not hesitate to call.

Sincerely,

Michael J. McDermott, Esquire

MJM\dlc
Enclosure
cc: Roger Rivard

d:\data\1996\96-0160\ltr-10

FILED
98 JUN -2 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger
6-2-98
CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

JAMES PONTIAC-GMC TRUCK, INC., a Florida corporation, M94690

INTO

JAMES-RIVARD PONTIAC-GMC, INC., a Delaware corporation,
F97000004991

File date: June 2, 1998

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1998

MICHAEL J. MCDERMOTT, P.A.
791 WEST LUMSDEN RD.
BRANDON, FL 33511

SUBJECT: JAMES-RIVARD PONTIAC-GMC, INC.
Ref. Number: F97000004991

We have received your document for JAMES-RIVARD PONTIAC-GMC, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of Merger for a profit corporation are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a copy of chapter 607, Florida Statutes. Please refer to section 607.1101 through 607.1107, Florida Statutes, which may pertain to the corporations involved in the merger.

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) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 398A00020128

MICHAEL J. McDERMOTT, P.A.

Attorneys At Law

791 WEST LUMSDEN ROAD • BRANDON, FLORIDA 33511

MICHAEL J. McDERMOTT
RICKY L. THACKER
JEFFREY L. HINDS
DAVID A. WILSON

TELEPHONE (813) 684-3131
FACSIMILE (813) 654-0052

May 29, 1998

Cheryl Coulliette, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

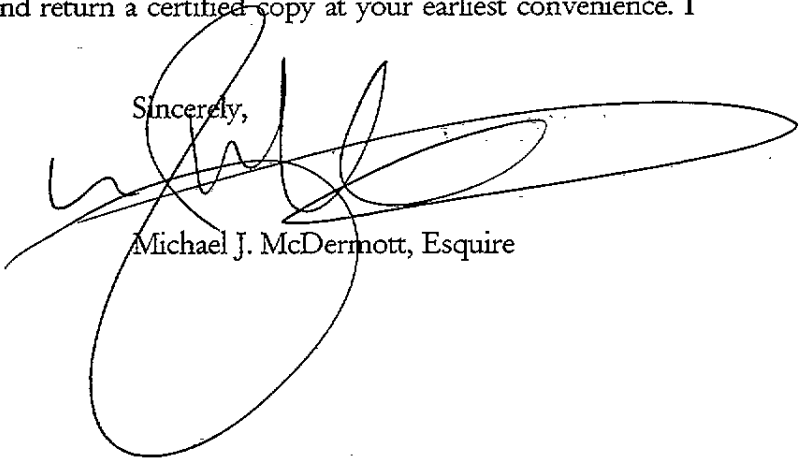
Re: Subject: James-Rivard Pontiac-GMC, Inc.
Ref. Number: F9700004991
Letter Number: 398A00020128
Our File No.: 96-0160
Rivard, Roger / Stock Purchase Agr.

Dear Ms. Coulliette:

Enclosed please find original Articles of Merger with attached Plan of Merger, the form of which you previously approved on May 20, 1997. Please apply the funds previously forwarded under the above noted Letter Number as the filing and certification fee.

Please file the Articles of Merger and return a certified copy at your earliest convenience. I greatly appreciate your assistance.

Sincerely,



Michael J. McDermott, Esquire

MJM\dlc

Enclosures

d\data\1996\96-0160\ltr-13

FILED
98 JUN -2 PM 3:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of
JAMES PONTIAC-GMC TRUCK, INC., a Florida Corporation,
into/with
JAMES-RIVARD PONTIAC-GMC, INC., a Delaware Corporation,

ARTICLES OF MERGER between JAMES PONTIAC-GMC TRUCK, INC., a Florida corporation (the terminating corporation) and JAMES-RIVARD PONTIAC-GMC, INC., a Delaware corporation (the surviving corporation).

Pursuant to s. 607.1105 of the Florida Business Corporation Act (the "Act") JAMES PONTIAC-GMC TRUCK, INC., and JAMES-RIVARD PONTIAC-GMC, INC., adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated ("Plan of Merger"), between JAMES PONTIAC-GMC TRUCK, INC., and JAMES-RIVARD PONTIAC-GMC, INC., was approved and adopted by the shareholders of JAMES PONTIAC-GMC TRUCK, INC., on February 5, 1998, and approved and adopted by the shareholders of JAMES-RIVARD PONTIAC-GMC, INC., on February 5, 1998.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of JAMES PONTIAC-GMC TRUCK, INC.'s stock will be acquired by means of a merger of JAMES PONTIAC-GMC TRUCK, INC., into JAMES-RIVARD PONTIAC-GMC, INC., with JAMES-RIVARD PONTIAC-GMC, INC., being the surviving corporation ("Merger").

3. The Plan of Merger entitled "Action by Board of Directors and Stockholders for Plan of Reorganization and Merger by Written Consent is attached as Exhibit A and incorporated by reference as if fully set forth herein.

4. Pursuant to s. 607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the date of filing of these Articles of Merger with the Secretary of State of Florida.

5. Shareholder approval to this transaction of both the terminating company and of the surviving company has been acquired.

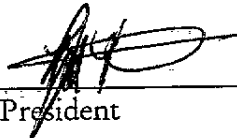
IN WITNESS WHEREOF, the parties have set their hands this 26 day of May, 1998.

ATTEST:

JAMES PONTIAC-GMC TRUCK, INC.
a Florida corporation

(Corporate Seal)

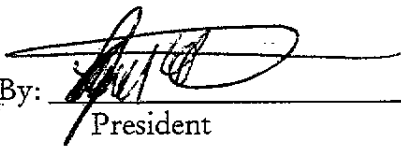
By:


President

ATTEST:

JAMES-RIVARD PONTIAC-GMC, INC.
a Delaware corporation

(Corporate Seal)

By: _____

President

d\data\1996\96-0160\Articles of Merger

ACTION BY BOARD OF DIRECTORS & STOCKHOLDERS
FOR PLAN OF REORGANIZATION AND MERGER BY WRITTEN CONSENT

Pursuant to Article 2, Section 2.11 and Article 4, Section 4.12 of the By-Laws the undersigned, being the Directors and Stockholders of James-Rivard Pontiac-GMC, Inc. (hereinafter "Dealer Company"), a Delaware corporation, do hereby consent to the adoption of the following resolutions:

WHEREAS the Dealer Company was incorporated under the laws of Delaware on September 12, 1997, and qualified to do business in the State of Florida under the Motors Holding Investment Plan with General Motors Corporation (Motors Holding) and Roger A. Rivard as its Stockholders for the subsequent merger with James Pontiac-GMC Truck, Inc.; and

WHEREAS James Pontiac-GMC Truck, Inc., shall be designated the "Terminating Corporation" and Dealer Company shall be designated as the "Surviving Corporation".

WHEREAS in accordance with the Consent in Lieu of Organizational Meeting of Board of Directors with Stockholders' ratification dated October 9, 1997, the purchase of a total of 7,172 shares of stock in favor of James Pontiac-GMC Truck, Inc. and a loan of \$400,000.00 by Dealer Company from General Motors Acceptance Corporation was thereby approved.

WHEREAS it is deemed advisable and in the best interest of this Company and its Stockholders that the Company be reorganized as of August 31, 1997, to effect the pre-investment agreement and to provide for the merger.

RESOLVED, that the Plan of Reorganization, with an Initial Capitalization of \$1,905,100.00 as of August 31, 1997, and subsequent merger providing for the permanent capitalization of the Dealer Company, with a net worth of \$2,345,000.00 is hereby is adopted in its entirety as follows:

I. CAPITAL STRUCTURE - BEFORE & AFTER REORGANIZATION:

Capital Stock (\$1.00 par value & \$100.00 per share)

Preferred

Authorized & Issued	19,050	\$1,905,000.00
---------------------	--------	----------------

Common

Authorized & Issued	1	\$100.00
---------------------	---	----------

Surplus

Capital		\$0.00
---------	--	--------

Retained Earnings	\$0.00	
-------------------	--------	--

Net Worth		\$1,905,100.00
-----------	--	----------------

WHEREAS it is necessary for this purpose that, following this reorganization, the net worth of the Company be as follows:

Capital Stock (\$1.00 par value & \$100.00 per share)

<u>Preferred</u>		
Authorized & Issued:	19,050	\$1,905,000.00
<u>Common</u>		
Authorized & Issued:	4,400	\$440,000.00
<u>Surplus</u>		
Capital		\$0.00
Retained Earnings	\$0.00	
Net Worth		\$2,345,000.00

NOW, THEREFORE, BE IT RESOLVED that the following Plan of Reorganization is hereby adopted for this Company:

II. PLAN OF REORGANIZATION, MERGER & RELATED MATTERS:

FURTHER RESOLVED, that the Board of Directors hereby approve the merger of Dealer Company and James Pontiac-GMC Truck, Inc. and thereby exchange 1,134 shares of Class B Non-Voting Common Stock for 4,402 shares of Common Stock in favor of Roger A. Rivard in Dealer Company.

FURTHER RESOLVED, that the Dealer Company redeem 3 shares of Common Stock at \$100.00 per share for a total of \$300.00.

FURTHER RESOLVED, that the Treasurer record the Journal Entries furnished to reflect the changes in the capital structure effective as of August 31, 1997.

FURTHER RESOLVED, that the Stockholders Agreement (the "Stockholders Agreement") among the Dealer Company, General Motors Corporation (Motors Holding Division), a Delaware corporation (the "Investor"), and the Operator dated February 5, 1998 is hereby approved, accepted and ratified on behalf of the Dealer Company.

FURTHER RESOLVED, that upon receipt in full of the Common Stock Purchase Price, the proper officers of the Dealer Company are hereby authorized and directed to issue in the name of the Operator, and deliver to the Investor to be held on the Operator's behalf pursuant to Section 5.2 of the Stockholders Agreement, certificates representing 4,400 shares of Common Stock, such shares shall be considered duly authorized, validly issued, fully paid and non-assessable and the issuance thereof by such officer shall be conclusive evidence of the Dealer Company's receipt in full of the Common Stock Purchase Price.

FURTHER RESOLVED, that the Dealer Company meets the requirements set forth in Section 1244 of the Internal Revenue Code of 1986, as amended.

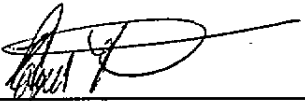
FURTHER RESOLVED, that the shares of Common Stock purchased by the Operator, an individual, and represented by Stock Certificates Number 1 and 3 are hereby designated as shares qualifying for "Section 1244 treatment" pursuant to the Internal Revenue Code of 1986, as amended.

III. GENERAL AUTHORITY:

FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the proper officers of the Dealer Company are hereby authorized to take all such further actions, and to execute and deliver all such further instruments and documents in the name and on behalf of the Dealer Company and to pay all such fees and expenses, which shall in their judgment be necessary, proper or advisable.

This Consent and Plan of Reorganization may be executed in two or more counterparts each of which shall be deemed an original for all purposes, and together shall constitute one and the same consent.

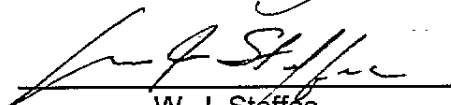
IN WITNESS WHEREOF, the undersigned have executed this Consent and Plan of Reorganization of the Board of Directors on the 5 day of February, 1990.



Roger A. Rivard

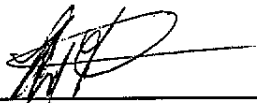


Lowell K. Anderson



W. J. Steffes

The undersigned, in their capacities as the record holders of all of the Dealer Company's outstanding capital stock, hereby accept and ratify each and every action which the Dealer Company's board of directors has taken by the foregoing consent and Plan of Reorganization.



Roger A. Rivard

GENERAL MOTORS CORPORATION
(Motors Holding)

By: 

Assistant Secretary

The Secretary is directed to place the following documents in the company's Corporate Minute Book.

Plan of Reorganization

Stockholders Agreement

Any other Binding Agreements