

J03089

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(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

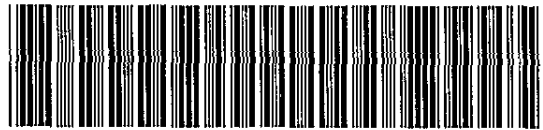
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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October 22, 2003
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 37

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

2121 Rockledge, LLC into Harbor Auto Care, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**ARTICLES OF MERGER
OF
2121ROCKLEDGE, LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
AND
HARBOR AUTO CARE, INC.,
A FLORIDA CORPORATION,
INTO
HARBOR AUTO CARE, INC.**

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TALLAHASSEE, FLORIDA

Pursuant to Section 608.438 of the Florida Limited Liability Company Act and Section 607.1101 of the Florida Business Corporation Act,

1. The name of the surviving domestic corporation is HARBOR AUTO CARE, INC., a Florida corporation, and the name of the domestic limited liability company being merged into the surviving domestic corporation is 2121 ROCKLEDGE, LLC, a Florida limited liability company.

2. 2121ROCKLEDGE, LLC, filed its Articles of Organization with the Florida Secretary of State on December 26, 2002, and its Florida document registration number is L02000034787. Its principal office is located at 2121 U.S. Highway 1, Rockledge, Florida 32955-3726.

3. HARBOR AUTO CARE, INC., filed its Articles of Incorporation with the Florida Secretary of State on March 10, 1986, and its Florida document registration number is J03089, and its Federal Employer Identification Number is 59-2626933. Its principal office is located at 2121 U.S. Highway 1, Rockledge, Florida 32955-3726.

4. The attached Agreement and Plan of Merger has been approved, adopted, and acknowledged by HARBOR AUTO CARE, INC., the surviving corporation, in accordance with provisions of Section 607.1101 and Section 607.1102 of the Florida Business Corporation Act, and by 2121ROCKLEDGE, LLC, the merging limited liability company, in accordance with the provisions of Sections 608.4381 and Sections 608.4382 of the Florida Limited Liability Company Act.

5. The Articles of Incorporation of HARBOR AUTO CARE, INC., a Florida corporation, as now in effect, shall continue to be the Articles of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

6. The name of the surviving corporation is: HARBOR AUTO CARE, INC., which will continue its existence under its present name.

7. The effective date of the Merger is October 22, 2003.

2121 ROCKLEDGE, LLC, a Florida limited liability company

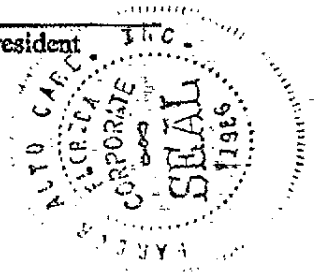
HARBOR AUTO CARE, INC., a Florida corporation

By: HARBOR AUTO CARE, INC., a Florida corporation, its managing member

By: 
William A. Tetro, Jr., President

By: 
William A. Tetro, Jr., President

{corporate seal}



AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger") dated October 14, 2003, is made by and among HARBOR AUTO CARE, INC., a Florida corporation ("Surviving Entity"), and 2121ROCKLEDGE, LLC, a Florida limited liability company ("Merging Entity"). Each of the Merging Entity and the Surviving Entity may sometimes hereinafter be referred to as a "Constituent Entity" or collectively as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Surviving Entity is a corporation duly organized and existing under the laws of the State of Florida with its principal offices located at 2121 U.S. Highway 1, Rockledge, Florida 32955-3726, and its Federal Employer Identification Number is 59-2626933. The Surviving Entity's authorized capital stock consists of 100 shares of common stock, \$1.00 par value, of which 66% shares are issued and outstanding (hereinafter sometimes referred to as the "Surviving Entity Shares"); and

WHEREAS, the Merging Entity is a limited liability company duly organized and existing under the laws of the State of Florida with its principal offices located at 2121 U.S. Highway 1, Rockledge, Florida 32955-3726. The Merging Entity's sole membership interest (hereinafter sometimes referred to as the "Merging Entity Membership Interest") is owned by the Surviving Entity, of which it is a wholly owned subsidiary; and

WHEREAS, the Agreement and Plan of Merger meets the requirements of both the Florida Limited Liability Company Act ("FLLA") and the Florida Business Corporation Act ("FBCA") and were approved by each Constituent Entity, in accordance with the FLLA or FBCA, as applicable; and

WHEREAS, the merger ("Merger") is permitted under the laws of the State of Florida and is not prohibited by the Articles of Organization, Operating Agreement, Articles of Incorporation, or Bylaws of any Constituent Entity.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants and agreements contained herein, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

1 Merger.

1.1 Upon the terms and subject to the conditions set forth herein, the Merging Entity shall be merged with and into the Surviving Entity effective as of October 14, 2003, upon filing of Articles of Merger with the Florida Department of State in accordance with Section 608.4482 of the FLLA and Section 607.1105 of the FBCA (the time of the filing may hereafter be referred to as the "Effective Time"). As of the Effective Time, the separate corporate existence of the Merging Entity

shall cease and the Surviving Entity shall be the surviving entity. The separate existence of the Surviving Entity as a corporation shall continue unaffected and unimpaired by the Merger.

1.2 The Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Time, shall remain in effect and be the Articles of Incorporation of the Surviving Entity at and after the Effective Time until duly amended in accordance with the laws of the State of Florida.

1.3 The Bylaws of the Surviving Entity, as in effect immediately prior to the Effective Time, shall remain in effect and be the Bylaws of the Surviving Entity at and after the Effective Time until duly amended in accordance with applicable law.

2 **Membership Interest.** At the Effective Time, the sole Merging Entity Membership Interest shall cease existence, the ownership of such Merging Entity Membership Interest having merged into the ownership of the shares of the Surviving Entity, with no new shares of the Surviving Entity being issued in connection with such merger.

3 **Effect of Merger.** When the Merger has been effected:

3.1 The separate existence of the Merging Entity shall cease and the existence and identity of the Surviving Entity as a corporation shall continue as the Surviving Entity.

3.2 The Surviving Entity shall have the rights, privileges, immunities, and powers, and shall be subject to all of the duties and liabilities, of a corporation under the FBCA.

3.3 The Surviving Entity shall possess all of the rights, privileges, immunities, licenses and franchises, of a public as well as a private nature, of each of the Constituent Entities; and all property, real, personal, intangible and mixed, and all debts due on whatever accounts, including subscriptions to shares, and all other choses of action, and all and every other interest, belonging to any of the Constituent Entities, shall be taken and deemed to be transferred to and vested in the Surviving Entity without act or deed.

3.4 The Surviving Entity shall be responsible and liable for all liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or threatened against the Constituent Entity may be prosecuted as if such Merger had not taken place or the Surviving Entity may be substituted in its place. Neither the rights of creditors nor liens upon the property of the Constituent Entity shall be impaired by the Merger.

4 **Miscellaneous.**

4.1 **Counterparts.** This Agreement and Plan of Merger may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one agreement.

4.2 Date of Member and Shareholders' Approval. This Agreement and Plan of Merger were duly approved and adopted by the unanimous written consent of the sole member of the Merging Entity and all of the shareholders of the Surviving Entity dated as of October 14, 2003.

4.3 Date of Board Approval. This Agreement and Plan of Merger were duly approved and adopted by the written action of the Board of Directors of the Surviving Entity dated as of October 14, 2003.

5 Compliance with Law. This Agreement and Plan of Merger complies with and is executed in accordance with the provisions of both the FLLA and FBCA.

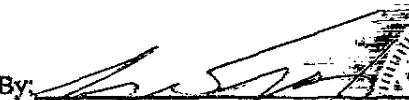
IN WITNESS WHEREOF, each of the Constituent Entities has caused this Agreement and Plan of Merger to be executed by their respective managers hereunto duly authorized.

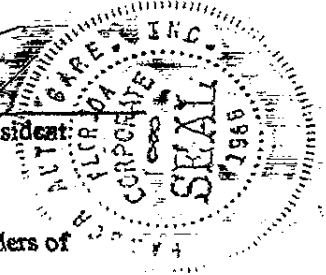
2121 ROCKLEDGE, LLC, a Florida limited liability company

HARBOR AUTO CARE, INC., a Florida corporation


By: HARBOR AUTO CARE, INC., a Florida corporation, its managing member

By: 
William A. Tetro, Jr., President

By: 
William A. Tetro, Jr., President:
{corporate seal}



Approved and Ratified by the Undersigned Board of Directors and Sole Shareholders of Harbor Auto Care, Inc., as of October 14, 2003:


William A. Tetro, Jr., Shareholder and Director


Frank Tetro, Shareholder and Director