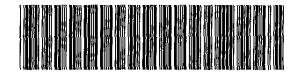
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## TRANSMITTAL LETTER

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PEDIGREE INVESTMENTS, INC.						
(Name of surviving con	rporation)					
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NE, ESQ.						
(Name of person)						
(Name of firm/company)			,			
KLAND PARK BLVD. SUITE 300						
(Address)						
RDALE, FL. 33306						
(City/state and zip code)						
nformation concerning this matter, plea	se call:					
NE	at			)	566-0004	
(Name of person)			(Area	code	& daytime telephone ni	mber)
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## **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the sur	viving corporation:		
Name	<u>Jurisdiction</u>	Document Number (If known/applicable)	
Pedigree Investments, Inc.	Florida	K 93330	
Second: The name and jurisdiction of each	merging corporation:		
<u>Name</u>	Jurisdiction	Document Number (If known/applicable)	
Prestige European Auto Service, Inc.	Florida	P 99000007465	
Third: The Plan of Merger is attached.		FLED  06 APR-7 PH 3:53  SECRETARY OF STATE ALL AHASSEE. FI CREE	
Fourth: The merger shall become effective Department of State.	e on the date the Articles of Merg	ger are filed with the Florida	
than 90 days a  Fifth: Adoption of Merger by surviving c		ONE STATEMENT)	
The Plan of Merger was adopted by the share	reholders of the surviving corpor	ration on <u>01/01/2006</u>	
The Plan of Merger was adopted by the boa and shareholder	rd of directors of the surviving c approval was not required.	orporation on	
<b>Sixth:</b> Adoption of Merger by <u>merging</u> con The Plan of Merger was adopted by the share			
The Plan of Merger was adopted by the boa and shareholder	rd of directors of the merging co	rporation(s) on	

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Pedigree Investments, Inc.	1./h	Robin Brisland, Pres.
Prestige European Auto Ser		Robin Brisland, Pres.

## PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u> Jurisdiction

PEDIGREE INVESTMENTS, INC. Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u> <u>Jurisdiction</u>

PRESTIGE EUROPEAN AUTO SERVICE, INC. Florida

**Third:** The terms and conditions of the merger are as follows:

- 1. The articles of incorporation of Pedigree Investments, Inc., as in effect immediately prior to the effective date of the merger, shall remain the articles of incorporation of the surviving corporation.
- 2. The by-laws of Pedigree Investments, Inc., as in effect immediately prior to the effective date of the merger, shall remain the by-laws of the surviving corporation.
- 3. The directors and officers of Pedigree Investments, Inc., as in office immediately prior to the effective date of the merger, shall remain directors and officers of the surviving corporation.
- 4. Upon consummation of the merger, the surviving corporation, Pedigree Investments, Inc., shall succeed, without other transfer, to all of the rights and property of Prestige European Auto Service, Inc. and shall be subject to all the debts, liabilities, and obligations of Prestige European Auto Service, Inc. in the same manner as if incurred by Pedigree Investments, Inc.
- 5. All rights of creditors and all liens and trusts upon or arising from the property of Pedigree Investments, Inc. and Prestige European Auto Service, Inc. shall be preserved unimpaired, provided the liens and trust obligations upon property of Prestige European Auto Service, Inc. shall be limited to the property affected thereby immediately prior to the time the merger is effective.
- 6. Any action or proceeding by or against Prestige European Auto Service, Inc. may be prosecuted to judgment, which shall bind Pedigree Investments, Inc., or Pedigree Investments, Inc. may be proceeded against in its place.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- 1. Prestige European Auto Service, Inc., Inc. shall merge with and into Pedigree Investments, Inc.
- 2. Each share of stock of Prestige European Auto Service, Inc. shall be converted into a share of stock in Pedigree Investments, Inc. Each share of stock in Pedigree Investments, Inc. shall remain a share of stock in Pedigree Investments, Inc..

Fifth: There is no amendment to, or restatement of, any articles or by-laws.

Sixth: SIGNATURES FOR EACH CORPORATION

NAME NAME

Pedigree Investments, Inc.

Prestige European Auto Service, Inc.

<u>SIGNATURE</u>

TYPE OR PRINTED

Robin Brisland, Pres.

Robin Brisland, Pres.