

L03000031759

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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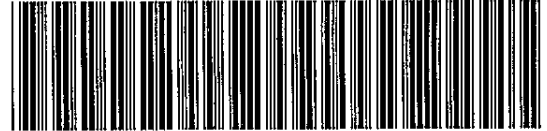
(Business Entity Name)

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J. BRYAN SEP - 2 2004

CT CORPORATION

September 1, 2004

Department of State, Florida
409 East Gaines Street
Tallahassee FL 32399

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DEPT OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: Order #: 6181430 SO
Customer Reference 1:
Customer Reference 2:

Dear Department of State, Florida:

Please file the attached:

Independent Dealer's Advantage, LLC (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Connie R Bryan
Manager Fulfill Ctr
Connie_Bryan@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382 of the Florida Statutes.

Preamble

- a. IDA of Atlanta, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Merging Entity"), has issued 100 units representing all of the membership units in and to the Merging Entity.
- b. Independent Dealer's Advantage, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Surviving Entity"), has issued 100 units representing all of the membership interests in and to the Surviving Entity.
- c. The Surviving Entity owns 100 units, representing all of the membership interests, of the Merging Entity and is the sole Member of the Merging Entity.
- d. The Manager and the sole Member of the Merging Entity, and the Manager and the Members of the Surviving Entity, deem it desirable and for the benefit of each of the merging parties and their respective owners for the Merging Entity to be merged with and into the Surviving Entity.

EFFECTIVE DATE

09/01/04

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
IDA of Atlanta, LLC 1845 N Hwy. A1A, #702 Indiatlantic, FL 32903	Florida	limited liability company

Florida Document Number: L03000032500
FEI Number: None (disregarded entity)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Independent Dealer's Advantage, LLC 1845 N. Hwy. A1A, #702 Indiatlanta, FL 32903	Florida	limited liability company

Florida Document Number: L03000031759
FEI Number: 55-0844240

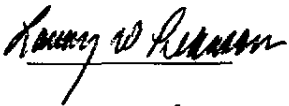
THIRD: The attached Plan of Merger meets the requirements of section 608.438 of the Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with the provisions of Chapter 608 of the Florida Statutes.

FOURTH: The merger complies with the applicable provisions of Chapter 608 of the Florida Statutes and with the terms of the articles of organization and the operating agreement of the Merging Entity and of the Surviving Entity.

FIFTH: The merger shall become effective as of September 1, 2004.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SEVENTH: SIGNATURE FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
IDA of Atlanta, LLC		Larry W. Pearson, Manager & CEO
Independent Dealer's Advantage, LLC		Larry W. Pearson, Manager & Managing Member

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381 of the Florida Statutes, is being submitted in accordance with section 608.438 of the Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
IDA of Atlanta, LLC	Florida

(hereinafter referred to as the "Merging Entity")

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Independent Dealer's Advantage, LLC	Florida

(hereinafter referred to as the "Surviving Entity")

THIRD: The terms and conditions of the merger are as follows:

- A. The effective date of the merger shall be September 1, 2004.
- B. On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall be the surviving entity and shall continue to exist as a limited liability company organized and governed by the laws of the State of Florida.
- C. The Articles of Organization of the Surviving Entity in effect immediately prior to the merger shall continue to be the Articles of Organization of the Surviving Entity at and following the merger until such time as the Articles may be hereafter duly amended or restated.
- D. The Operating Agreement of the Surviving Entity in effect immediately prior to the merger shall continue to be the Operating Agreement of the Surviving Entity at and following the merger until such time as the Operating Agreement may be hereafter duly amended.
- E. The Manager of the Surviving Entity serving immediately prior to the merger shall continue as the Manager of the Surviving Entity at and following the merger, until a successor has been elected or appointed and qualified.

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

- (1) All of the units representing membership interests in and to the Surviving Entity issued and outstanding immediately prior to the merger shall remain issued and outstanding at and following the merger and shall be unaffected by the merger.
- (2) Each unit representing membership interests in and to the Merging Entity issued and outstanding immediately prior to the merger shall be canceled pursuant to the merger, without any further action required on the part of the Surviving Entity or the Merging Entity.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not applicable

FIFTH: A limited liability company is the surviving entity, and the name and address of the manager/managing member of the Surviving Entity are as follows:

<u>Name</u>	<u>Address</u>
Larry W. Pearson	1845 N Hwy. A1A, #702 Indiatlantic, FL 32903

SIXTH: Other provisions relating to the merger:

A. The merger shall be effectuated, and all of the property of the Merging Entity shall be transferred to the Surviving Entity in complete cancellation of the units representing membership interests in and to the Merging Entity, in a manner so that the tax attributes of the Merging Entity and its property heretofore owned by and belonging to the Surviving Entity, as the sole Member of the Merging Entity, will continue to be owned by and belong to the Surviving Entity following the effective date of the merger.

B. This Plan of Merger may be terminated by the action of the Manager of the Merging Entity or of the Manager of the Surviving Entity at any time prior to the effective date of the merger. To the extent permitted by law, this Plan of Merger may be amended by a subsequent writing signed by the Surviving Entity and the Merging Entity.

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA