

Sep-02-03 10:32A

SEP-02-2003 13:25

Division of Corporations

P.01

Page 1 of 2

LD30000031759

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000265578 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 222-9428

03 SEP -2 PM 2:22
FILED

MERGER OR SHARE EXCHANGE

INDEPENDENT DEALER'S ADVANTAGE, LLC

RECEIVED
03 SEP -2 PM 1:27
DIVISION OF CORPORATIONS

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$87.50

\$60.00

9-2-03

Sep-02-03 10:33A

P.02

SEP-02-2003 13:25

P.02

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

Preamble

- a. Independent Dealer's Advantage, Inc., a corporation organized and existing under the laws of the State of Florida (the "Merging Entity"), has authorized capital stock consisting of 10,000 shares of common stock, \$0.10 par value per share, of which 500 shares are issued and outstanding.
- 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 Board of Directors and the Shareholders of the Merging Entity, and the Manager and Sole Member of the Surviving Entity, deem it desirable and for the benefit of each of the merging parties and their respective owners to be merged with and into the Surviving Entity.

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>
Independent Dealer's Advantage, Inc. 1845 N Hwy. A1A, #702 Indiatlantic, FL 32903	Florida	corporation

Florida Document Number: P00000116342
FEI Number: 59-3691523

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

Sep-02-03 10:33A

P.03

SEP-02-2003 13:26

P.03

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

SEVENTH: SIGNATURE FOR EACH PARTY:

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

03 SEP - 2 PM 2:22
OFFICE OF THE
CLERK OF THE
FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1107 and 608.4381, is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

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

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

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

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

- A. 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.
- B. 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.
- C. 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.
- D. 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.

03 SEP -2 PM 2:22
STAMPED
FILED

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 share of capital stock of 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/sole member are as follows:

<u>Name</u>	<u>Address</u>
Larry W. Pearson	1845 N Hwy. A1A, #702 Indianapolis, 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 stock of the Merging Entity, in a manner as required for a complete liquidation of a corporation pursuant to the provisions of Sections 336(a) and 331 of the Internal Revenue Code of 1986, as amended.

B. This Plan of Merger may be terminated by the action of the Board of Directors 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.

03 SEP -2 PM 2:22
 RECEIVED
 SEP 02 2003
 FIVE