

**CAPITAL CONNECTION, INC.**

Virginia Street, Suite 1 • Tallahassee, Florida 32302  
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*L9900000/352*

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-03/10/99-01086-005  
\*\*\*2387.50 \*\*\*140.00

Auto Care Center of  
Hypoluxo Road, LLC

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DIVISION OF CORPORATION

Name Availability
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W. P. Veriier

*File eighth 140<sup>00</sup>*

Signature \_\_\_\_\_

Requested by: *ces* Date: *3/10* Time: *10:49*

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- \_\_\_\_\_ Art of Inc. File
- \_\_\_\_\_ LTD Partnership File
- \_\_\_\_\_ Foreign Corp. File
- \_\_\_\_\_ L.C. File
- \_\_\_\_\_ Fictitious Name File
- \_\_\_\_\_ Trade/Service Mark
- \_\_\_\_\_ Merger File
- \_\_\_\_\_ Art. of Amend. File
- \_\_\_\_\_ RA Resignation
- \_\_\_\_\_ Dissolution / Withdrawal
- \_\_\_\_\_ Annual Report / Reinstatement
- \_\_\_\_\_ Cert. Copy
- \_\_\_\_\_ Photo Copy
- \_\_\_\_\_ Certificate of Good Standing
- \_\_\_\_\_ Certificate of Status
- \_\_\_\_\_ Certificate of Fictitious Name
- \_\_\_\_\_ Corp Record Search
- \_\_\_\_\_ Officer Search
- \_\_\_\_\_ Fictitious Search
- \_\_\_\_\_ Fictitious Owner Search
- \_\_\_\_\_ Vehicle Search
- \_\_\_\_\_ Driving Record
- \_\_\_\_\_ UCC 1 or 3 File
- \_\_\_\_\_ UCC 11 Search
- \_\_\_\_\_ UCC 11 Retrieval
- \_\_\_\_\_ Courier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 AUG 23 AM 9:20  
FILED

*SL 8-24-99*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

AUTO CARE CENTER OF HYPOLUXO ROAD, INC., a Florida Corporation,  
P96000060734

INTO

AUTO CARE CENTER OF HYPOLUXO ROAD, LLC, a Florida limited liability  
company, L99000001352

File date: August 23, 1999

Corporate Specialist: Shawn Logan



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 10, 1999

CAPITAL CONNECTION

SUBJECT: AUTO CARE CENTER OF HYPOLUXO ROAD, LLC  
Ref. Number: L99000001352

We have received your document for AUTO CARE CENTER OF HYPOLUXO ROAD, LLC and your check(s) totaling \$140.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 199A00011330

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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*Corrected*

**ARTICLES OF MERGER  
OF  
AUTO CARE CENTER OF HYPOLUXO ROAD, INC.  
(a Florida corporation)  
into  
AUTO CARE CENTER OF HYPOLUXO ROAD, LLC  
(a Florida limited liability company)**

296-60734  
L99-1352

Under Section 607.1109 of the  
Florida Business Corporation Act and Section 608.4382  
of the Florida Limited Liability Company Act

FILED  
99 AUG 23 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Gerald S. Berson and Martin P. Heise, being the President and Members, respectively, of Auto Care Center of Hypoluxo Road, Inc., a Florida corporation, and of Auto Care Center of Hypoluxo Road, LLC, a Florida limited liability company, do hereby certify:

1. The following plan of merger was adopted by the board of directors of Auto Care Center of Hypoluxo Road, Inc. and the members of Auto Care Center of Hypoluxo Road, LLC:

a. The name of the corporation to be merged is Auto Care Center of Hypoluxo Road, Inc., a Florida corporation (the "Corporation"). The name of the surviving limited liability company is Auto Care Center of Hypoluxo Road, LLC, a Florida limited liability company (the "Company").

b. The terms and conditions of the proposed merger are as follows:

(1) The articles of organization of the Company shall be the articles of organization of the surviving limited liability company.

(2) The surviving limited liability company shall continue to be managed by its members.

(3) The regulations on the effective date of the merger shall continue to be the regulations of the surviving limited liability company.

(4) The effect of the merger shall be the effect described in Section 607.11101 of the Florida Business Corporation Act and Section 608.4383 of the Florida Limited Liability Company Act.

c. The manner and basis of converting the shares of the Corporation into limited liability company interests of the Company is as follows: without the surrender of share certificates

or any other action, each common share of the Corporation issued and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be canceled, and there shall not be any effect on the limited liability company interests of the Company.

2. The merger of Auto Care Center of Hypoluxo Road, Inc. into Auto Care Center of Hypoluxo Road, LLC was authorized by the unanimous written consent of the board of directors of Auto Care Center of Hypoluxo Road, Inc. on January 16, 1999 followed by the unanimous written consent of the shareholders of Auto Care Center of Hypoluxo Road, Inc. on January 16, 1999 and by the unanimous written consent of the members of Auto Care Center of Hypoluxo Road, LLC on January 16, 1999.

IN WITNESS WHEREOF, the undersigned hereby sign these Articles of Merger and affirm the statements made herein as true under the penalties of perjury this 16<sup>th</sup> day of January, 1999.

**Auto Care Center of Hypoluxo Road, Inc.**

By Gerald S. Berson  
Gerald S. Berson, President

**Auto Care Center of Hypoluxo Road, LLC**

By Gerald S. Berson  
Gerald S. Berson, Member

By Martin P. Heise  
Martin P. Heise, Member

FILED  
99 AUG 23 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER**  
**OF**  
**AUTO CARE CENTER OF HYPOLUXO ROAD, INC.**  
**(a Florida corporation)**  
**into**  
**AUTO CARE CENTER OF HYPOLUXO ROAD, LLC**  
**(a Florida Limited Liability company)**

This Plan of Merger has been adopted by the directors and the shareholders of Auto Care Center of Hypoluxo Road, Inc., a Florida corporation, and by the members of Auto Care Center of Hypoluxo Road, LLC, a Florida limited liability company, pursuant to Sections 607.1103 and 607.1108 of the Florida Business Corporation Act and Sections 608.438 and 608.4381 of the Florida Limited Liability Company Act:

1. The name of the corporation to be merged is Auto Care Center of Hypoluxo Road, Inc., a Florida corporation (the "Corporation"). The name of the surviving limited liability company is Auto Care Center of Hypoluxo Road, LLC, a Florida limited liability company (the "Company").
2. The terms and conditions of the proposed merger are as follows:
  - a. The articles of organization of the Company shall be the articles of organization of the surviving limited liability company.
  - b. The surviving limited liability company shall continue to be managed by its members. The surviving limited liability company has no managers but is managed by its members.
  - c. The regulations of the Company on the effective date of the merger shall continue to be the regulations of the surviving limited liability company.
  - d. The effect of the merger shall be the effect described in Section 607.11101 of the Florida Business Corporation Act and Section 608.4383 of the Florida Limited Liability Company Act.
  - e. The manner and basis of converting the shares of the Corporation into limited liability company interests of the Company is as follows: without the surrender of share certificates or any other action, each common share of the Corporation issued and outstanding immediately prior to the merger becoming effective shall, upon the merger becoming effective, automatically be canceled, and there shall not be any effect on the limited liability company interests of the Company.

IN WITNESS WHEREOF, the undersigned hereby sign this Plan of Merger and affirm the

statements made herein as true under the penalties of perjury this 16<sup>th</sup> day of January, 1999.

**Auto Care Center of Hypoluxo Road, Inc.**

By *Gerald S. Berson*  
Gerald S. Berson, Director & Shareholder

By *Martin P. Heise*  
Martin P. Heise, Director & Shareholder

**Auto Care Center of Hypoluxo Road, LLC**

By *Gerald S. Berson*  
Gerald S. Berson, Member

By *Martin P. Heise*  
Martin P. Heise, Member

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99 AUG 23 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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