

P94000046422



ACCOUNT NO. : 072100000032  
REFERENCE : 078863 5012018  
AUTHORIZATION : Patricia Pignatelli  
COST LIMIT : \$ ~~70.00~~ 105.00

ORDER DATE : December 24, 1998  
ORDER TIME : 10:46 AM  
ORDER NO. : 078863-005  
CUSTOMER NO: 5012018

*Merger*

300002721958--1

CUSTOMER: Mr. Marshall Foote  
Coggin Automotive Group  
Po Box 16469  
Jacksonville, FL 32245-6469

ARTICLES OF MERGER

COGGIN MANAGEMENT COMPANY  
CF MOTOR CORP.

INTO

CLC INC.

98 DEC 24 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

*DLR*  
*12/23/98*

98 DEC 24 AM 11:30  
RECEIVED

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

CF MOTOR CORP., a Florida corporation P93000038369

COGGIN MANAGEMENT COMPANY, a Florida corporation P93000082495

INTO

**CLC, INC.**, a Florida corporation, P94000046422.

File date: December 24, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 105.00

## Articles of Merger

These Articles of Merger made and entered into this 23 day of December, 1998 by and between CLC Inc., Coggin Management Company and CF Motor Corp. (the "constituent corporations").

98 DEC 24 PM 12:31  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### WITNESSETH:

1. The above named, each a Florida Corporation have agreed and do hereby agree to be merged into one Florida Corporation.
2. The name of the surviving corporation shall be CLC Inc.
3. The effective date of the merger shall be the date on which these Articles of Merger are filed with the Secretary of State of the State of Florida.
4. CLC Inc. shall succeed to all of the assets of each and every of the parties to these Articles of Merger and title to all real property and other property and interests therein owned by each constituent corporation which is a party to these Articles of Merger shall vest in CLC Inc. without reversion or impairment. The separate existence of each constituent corporation except CLC Inc. shall cease and terminate at the effective date of this Merger.
5. CLC Inc. shall, henceforth be liable and responsible for all of the liabilities and obligations of each of the constituent corporations. Any claim existing or action or proceeding pending by or against each constituent corporation shall continue as if this merger had not occurred, provided, however, CLC Inc. may be substituted in the place and stead of such constituent corporation which was a party to the action and which ceased to exist.
6. Neither the rights of creditors nor any lien upon the property of any constituent corporation shall be impaired or affected by this merger.
7. The Articles of Incorporation of CLC Inc. are approved and adopted by each of the constituent corporations.
8. The number and percentage of shares in each constituent corporation for each shareholder is the same. The shares of each shareholder of each constituent corporation other than CLC Inc. shall be, and they hereby are, surrendered and cancelled, effective upon the effective date of this Merger, and the respective shareholders are entitled only to their respective rights as shareholders of CLC Inc.
9. All transactions recorded in the financial records of each of the constituent corporations after the effective date of this merger shall be consolidated in the

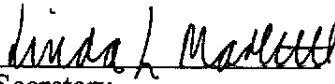
financial records of CLC Inc. as if all of the corporations were a single corporation. All of the assets of the constituent corporations shall be consolidated on and as of the close of business December 31, 1998.

10. These Articles of Merger shall supersede all preceding agreements between the parties and shall be deemed to include and set forth all terms, provisions and conditions relating to the Merger between the constituent corporations.

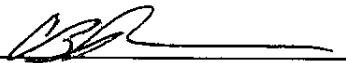
Executed at Jacksonville, Florida as of the day and year first above written.

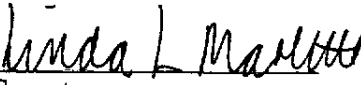
**CLC Inc.**

By:   
President

Attest:   
Secretary


**COGGIN MANAGEMENT COMPANY**

By:   
President

Attest:   
Secretary

**CF MOTOR CORP.**


By:   
President

Attest:   
Secretary

State of Florida

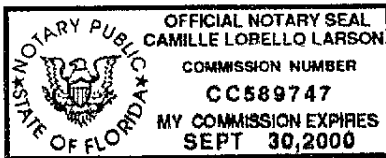
County of Duval

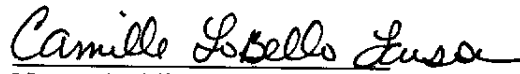
On the 23<sup>rd</sup> day of December, 1998, the undersigned, Charlie (C.B.) Tomm and Linda Marlette, being respectively president and secretary of the above named corporations, do acknowledge and affirm, under oath, that CLC Inc., Coggin Management Company and CF Motor Corp., (the constituent corporations) each adopted the foregoing plan of merger by unanimous votes of the shareholders and directors of each corporation on the 23 day of December, 1998, and each corporation, at the same time, by unanimous vote of its shareholders and directors, agreed to join in the foregoing Articles of Merger.

  
Charlie (C.B.) Tomm

  
Linda Marlette

Witness my hand and official seal at Jacksonville, Florida on the date certified as aforesaid.



  
Notary Public

Articles of Merger/word