

✓ P99000014918

LAW OFFICES OF  
PARKER, POE, ADAMS & BERNSTEIN L.L.P.  
P.O. BOX 389  
FIRST UNION CAPITOL CENTER  
150 FAYETTEVILLE STREET MALL, SUITE 1400  
RALEIGH, NORTH CAROLINA 27602-0389  
TELEPHONE 919-828-0564 FACSIMILE 919-834-4564  
September 17, 1999

FILED  
99 SEP 20 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIRECT DIAL  
(919) 890-4149  
INTERNET  
NLM@PPAB.com

NANCY LECROY MOHLER  
ASSOCIATE

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attention: Brenda Tadlock

Re: Filing of Articles of Merger

800002995498  
-09/23/99-01088-002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Ms. Tadlock:

Please find enclosed the following in connection with the merger of Sonic - Lloyd Automotive, LLC, a Florida limited liability company, with and into Sonic - Lloyd Nissan, Inc., a Florida corporation:

- (1) Original of the Articles of Merger and Plan of Merger; ✓
- (2) Copy of the Articles of Merger and Plan of Merger; ✓
- (3) Filing fee in the amount of \$87.50; and ✓
- (4) Self-addressed return envelope. ✓

We respectfully request that you file the enclosed original Articles of Merger and Plan of Merger and send the copy of the Articles of Merger and Plan of Merger, certified and endorsed as filed, to me in the enclosed envelope. ✓

Please feel free to call me should you have any other questions concerning this matter at (919) 890-4149. Thank you again for your time and attention to this matter. ✓

Name	
Availability	
Document Examiner	<i>Ulf</i>
Updater	
Updater	
Enclosures	
Acknowledgement	

*Ulf*  
*Ulf*  
*9/23*

Sincerely yours,

*Nancy LeCroy Mohler*

Nancy LeCroy Mohler

*Jueal*  
*9/20/99*

Bill Egan (via facsimile w/encl. 704/536-4665)  
Lisa Lloyd Hamlin (via facsimile w/encl. 850/769-2562)  
John R. Hairr III, Esq. (via facsimile w/encl. 704/334-4706)

BLING 87.50  
COPY  
AGENT  
TOTAL 87.50  
BALANCE DUE \$  
REFUND \$

PPAB-CHI/382311.1

CHARLOTTE  
704-372-9000

COLUMBIA  
803-255-8000

SOUTH PARK  
704-556-9600

SPARTANBURG  
864-591-2030

FRANKFURT  
011-49-6196-750081

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SONIC-LLOYD AUTOMOTIVE, LLC (L99000000927)

INTO

**SONIC - LLOYD NISSAN, INC.**, a Florida entity, P99000014918.

File date: September 20, 1999

Corporate Specialist: Brenda Tadlock

**ARTICLES OF MERGER**

Pursuant to Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, SONIC - LLOYD NISSAN, INC., a Florida corporation located at 120 E. 23rd Street, Panama City, Florida 32405 (the "Surviving Corporation"), and SONIC - LLOYD AUTOMOTIVE, LLC, a Florida limited liability company located at 120 E. 23rd Street, Panama City, Florida 32405 (the "Merging Company"), hereby adopt and submit these Articles of Merger for the purpose of merging the Merging Company with and into the Surviving Corporation: 999-14918  
L99-927

**FIRST:** The Plan of Merger, attached hereto as Exhibit A, (i) meets the requirements of Section 607.1108 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, (ii) was approved by each of the sole member and the managers of the Merging Company in accordance with the Florida Limited Liability Company Act, and (iii) was approved by the board of directors of the Surviving Corporation in accordance with the Florida Business Corporation Act. The approval of the Plan of Merger by the sole shareholder of the Surviving Corporation was not required by the Florida Business Corporation Act.

**SECOND:** The Merger is permitted under the laws of the State of Florida and is not prohibited by: (i) the Articles of Organization or the Regulations of the Merging Company, or (ii) the Articles of Incorporation or the Bylaws of the Surviving Corporation.

**THIRD:** The Merger shall become effective as of the filing of these Articles of Merger.

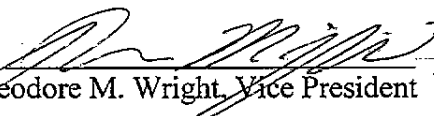
**FOURTH:** These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

This is the 17<sup>th</sup> day of September, 1999.

**MERGING COMPANY:**

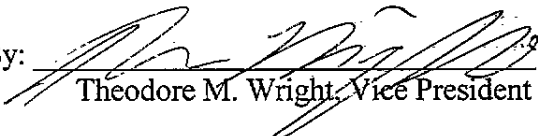
**SONIC - LLOYD AUTOMOTIVE, LLC**

By: SONIC - LLOYD NISSAN, INC.,  
its Sole Member

By:   
Theodore M. Wright, Vice President

**SURVIVING CORPORATION:**

**SONIC - LLOYD NISSAN, INC.**

By:   
Theodore M. Wright, Vice President

99 SEP 20 AM 11:34  
FILED  
SECRET  
TALAMON

**EXHIBIT A**

**PLAN OF MERGER  
OF  
LLOYD AUTOMOTIVE, LLC  
WITH AND INTO  
SONIC - LLOYD NISSAN, INC.**

This Plan of Merger (this "Plan") is being submitted in accordance with the provisions of Section 607.1108 of the Florida Business Corporation Act (the "BCA") and Section 608.438 of the Florida Limited Liability Company Act (the "LLCA").

**FIRST:** The Board of Directors of Sonic - Lloyd Nissan, Inc., a Florida corporation located at 120 E. 23rd Street, Panama City, Florida 32405 (the "Surviving Corporation"), and the sole Member and the Managers of Lloyd Automotive, LLC, a Florida limited liability company located at 120 E. 23rd Street, Panama City, Florida 32405 (the "Merging Company"), have approved the merger of the Merging Company with and into the Surviving Corporation in accordance with the provisions of Section 607.1103 of the BCA and Section 608.4381 of the LLCA, upon the terms and subject to the conditions set forth herein (the "Merger").

**SECOND:** In accordance with the terms of this Plan, the BCA and the LLCA, on the Effective Date (as defined below), the Merging Company shall be merged with and into the Surviving Corporation, which shall continue its corporate existence under the laws of the State of Florida. On the Effective Date, the separate existence of the Merging Company shall cease. The Surviving Corporation shall succeed, insofar as permitted by law, to all of the rights, liabilities, and obligations of the Merging Company.

**THIRD:** Upon the terms and subject to the conditions hereof, the Surviving Corporation and the Merging Company will cause the Merger to be consummated by filing Articles of Merger with the Department of State of the State of Florida, in such form as required by, and executed in accordance with, the BCA and the LLCA, respectively. The effective date of the merger shall be the date upon which the Articles of Merger are filed (the "Effective Date").

**FOURTH:** Solely by virtue of the Merger, each unit of membership interest of the Merging Company outstanding immediately prior to the Effective Date shall be canceled, and all rights with respect thereto shall cease to exist, without any conversion thereof.

**FIFTH:** Solely by virtue of the Merger, each right to acquire one or more units of membership interest of the Merging Company outstanding immediately prior to the Effective Date shall be canceled, and all rights with respect thereto shall cease to exist, without any conversion thereof.

**SIXTH:** On the Effective Date of the Merger, each outstanding share of capital stock of the Surviving Corporation shall not be converted, exchanged, or altered in any manner as a result of the Merger and will remain outstanding as a share of capital stock of the Surviving Corporation.

**SEVENTH:** This Plan has been adopted and approved by the Board of Directors of the Surviving Corporation, and by the sole Member and the Managers of the Merging Company, in accordance with the BCA and the LLCA, respectively, effective as of the 17<sup>th</sup> day of September, 1999.

**EIGHTH:** At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, this Plan may be terminated and the Merger abandoned by the Board of Directors of the Surviving Corporation or by the Managers of the Merging Company, notwithstanding the approval of this Plan by the sole Member of the Merging Company.

**NINTH:** This Plan may be amended, modified or supplemented at any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida by the unanimous written consent of the Managers of the Merging Company and the Board of Directors of the Surviving Corporation; provided, however, that this Plan may not be amended in any manner that, in the judgment of the Board of Directors of the Surviving Corporation or the Managers of the Merging Company, would have a material adverse effect in the rights of its sole shareholder or sole Member, respectively, or in any manner not permitted under the BCA or the LLCA.