

Document Number Only

158905

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

900002770729--9  
-02/09/99--01096--026  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

*Merge*

*RI / EMI Merge Corp*

*and*

*L.P. Evans Motors, Inc*

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Dissolution/Withdrawal
- Mark
- Other
- Change of R.A.
- UCC-1
- UCC-3
- CUS
- After 4:30
- Pick Up

99 FEB -9 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Name	
Availability	2/11/99
Document Examiner	MJR
Updater	MJR
Verifier	
Acknowledgment	
W.P. Verifier	

Please Return Extra Copy(s)  
Filed Stamp

Thanks, Melanie

FEB - 9

*Today's date*

RECEIVED  
DIVISION OF CORPORATION  
99 FEB -9 PM 3:16

RECEIVED

CR2E031 (1-89)

\*00789, 00524, 00672

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RI/EMI MERGER CORP., a Florida corporation P98000092033

INTO

**L. P. EVANS MOTORS, INC.**, a Florida corporation, 158905.

File date: February 9, 1999

Corporate Specialist: Annette Ramsey



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

99 FEB 10 PM 3:56  
DIVISION OF CORPORATION

February 10, 1999

CT Corporation System  
660 East Jefferson St.  
Tallahassee, FL 32301

SUBJECT: L. P. EVANS MOTORS, INC.  
Ref. Number: 158905

We have received your document for L. P. EVANS MOTORS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the date of adoption on page 3 (Exhibit A-Article II, paragraph A) and attach the Amended and Restated Articles referenced to in the same paragraph.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

To: Annette Ramsey  
Corporate Specialist

Letter Number: 399A00005926

From: Melanie

Please back-date  
this filing to 2-9-99.

Smarts A Million!

M.S.

**ARTICLES OF MERGER**  
**OF**  
**RI/EMI MERGER CORP.**  
**AND**  
**L.P. EVANS MOTORS, INC.**

**FILED**  
**99 FEB -9 PM 4:38**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

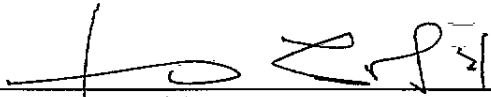
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/EMI Merger Corp., a Florida corporation, and L.P. Evans Motors, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger are RI/EMI Merger Corp. and L.P. Evans Motors, Inc.
2. RI/EMI Merger Corp. is hereby merged with and into L.P. Evans Motors, Inc. and the corporate existence of RI/EMI Merger Corp. shall cease. L.P. Evans Motors, Inc. is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of RI/EMI Merger Corp. on August 1<sup>st</sup>, 1998 by written consents in lieu of meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the shareholders of L.P. Evans Motors, Inc. on August 1<sup>st</sup>, 1998 by written consents in lieu of meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger by the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of February 9<sup>th</sup> 1999.

**RI/EMI MERGER CORP.**, a Florida corporation

By:   
Name: James O. Cole  
Title: Vice President and Secretary

**L.P. EVANS MOTORS, INC.**, a Florida corporation

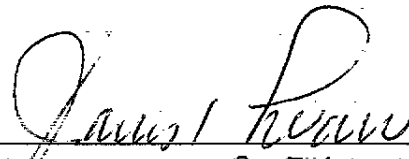
By:   
Name: JAMES D. EVANS  
Title: President

EXHIBIT A

**PLAN OF MERGER**

This Plan of Merger (the "Plan") is entered into as of February 9<sup>th</sup>, 1999 by RI/EMI Merger Corp., a Florida corporation (the "Merger Corp.") and L.P. Evans Motors, Inc., a Florida corporation (the "Company").

**RECITALS**

The Board of Directors and the sole shareholder of the Merger Corp. and the Board of Directors and shareholders of the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that the Merger Corp. be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

**ARTICLE I**  
**The Merger**

At the Effective Time (as defined in Article V hereof), the Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of the Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

**ARTICLE II**  
**The Surviving Corporation**

A. At the Effective Time, the Amended and Restated Articles of Incorporation ("Amended Articles") of the Company which are attached hereto as Exhibit A, shall be the Amended Articles of the Surviving Corporation. Such Amended Articles have been adopted and approved by all the Board of Directors and shareholders of the Company upon a written consent dated February 9<sup>th</sup>, 1999.

B. At the Effective Time, the Bylaws of the Merger Corp., as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Amended Articles and Bylaws of the Surviving Corporation.

**ARTICLE III**  
**Manner and Basis of Converting Shares**

A. At the Effective Time, all of the shares of common stock of the Company, \$1.00 (one dollar) par value per share ("Company Common Stock"), which shall be issued and outstanding (other than shares of Company Common Stock held in treasury) shall, by virtue of the Merger and

without any action on the part of the holder thereof, be converted into the right to receive cash.

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each share of common stock of the Merger Corp., issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

**ARTICLE IV**  
**Effect of Merger**

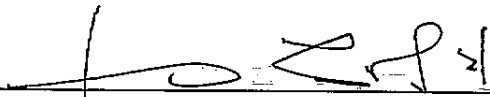
At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

**ARTICLE V**  
**Effective Time**

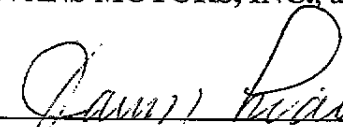
As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

**RI/EMI MERGER CORP.**, a Florida corporation

By:   
Name: James O. Cole  
Title: Vice-President and Secretary

**L.P. EVANS MOTORS, INC.**, a Florida corporation

By:   
Name: JAMES D. EVANS  
Title: President

**EXHIBIT A**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
FT. LAUDERDALE NISSAN, INC.**

The above corporation, Ft. Lauderdale Nissan, Inc., a Florida corporation (the "Corporation"), does hereby desire to file these Amended and Restated Articles of Incorporation pursuant to the Florida Business Corporation Act.

FIRST: The name of the Corporation is: Ft. Lauderdale Nissan, Inc.

SECOND: The street address of the principal office of the Corporation and its mailing address is: 110 SE 6<sup>th</sup> Street, 20<sup>th</sup> Floor, Fort Lauderdale, Florida 33301.

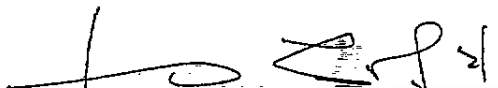
THIRD: The number of shares the Corporation is authorized to issue is One Thousand (1,000) of common stock each with the par value of One Cent (\$.01).

FOURTH: The registered agent and registered office of the Corporation is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

FIFTH: These Amended and Restated Articles of Incorporation have been approved and adopted by all the Board of Directors and shareholders of the Corporation via unanimous written consent.

**IN WITNESS WHEREOF**, the undersigned, as Vice President and Secretary of the Corporation, has set his hand and seal of approval for the purposes herein expressed.

Dated this 9<sup>th</sup> day of February, 1999.

By:   
Name: James O. Cole  
Title: Vice President and Secretary