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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Revels Chrysler Plymouth Dodge Jeep Inc.  
(Corporation Name) (Document #)

2 and Revels Chrysler Plymouth Inc.  
(Corporation Name) (Document #)

3 \_\_\_\_\_  
(Corporation Name) (Document #)

4 \_\_\_\_\_  
(Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF MERGER  
Merger Sheet**

**MERGING:** -----

**REVELS CHRYSLER PLYMOUTH DODGE JEEP, INC., A FLORIDA  
CORPORATION, P93000083179.**

**INTO**

**REVELS CHRYSLER-PLYMOUTH, INC., a Florida corporation, 227812.**

**File date: January 14, 1997**

**Corporate Specialist: Nancy Hendricks**

**ARTICLES OF MERGER  
OF  
REVELS CHRYSLER PLYMOUTH DODGE JEEP, INC.  
AND  
REVELS CHRYSLER-PLYMOUTH, INC.**

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Pursuant to provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging REVELS CHRYSLER PLYMOUTH DODGE JEEP, INC. into REVELS CHRYSLER-PLYMOUTH, INC.

1. The following plan of merger was approved by the stockholders of each of the undersigned corporations in the manner prescribed by the Florida General Corporation Act:

(a) Revels Chrysler-Plymouth, Inc. (the "Surviving Corporation") is a corporation organized and existing under the laws of the State of Florida.

(b) Surviving corporation has a capitalization of 100 shares of \$100.00 par value common stock, of which 100 shares are issued and outstanding.

(c) Revels Chrysler Plymouth Dodge Jeep, Inc. (the "Absorbed Corporation") is a corporation organized and existing under the laws of the State of Florida.

(d) Absorbed Corporation has a capitalization of 100,000 shares of \$1.00 par value common stock, of which 100,000 shares are issued and outstanding.

(e) The Board of Directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their stockholders that Revels Chrysler Plymouth Dodge Jeep, Inc. be merged into Revels Chrysler-Plymouth, Inc. pursuant to the provisions of Section 607.1101 et seq. of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as

January 14, 1997 (the "Effective Date"), Revels Chrysler Plymouth Dodge Jeep, Inc. shall merge with and into Revels Chrysler-Plymouth, Inc., which shall be the surviving corporation.

ii. Terms and Conditions. As of the Effective Date, the separate existence of the Absorbed Corporation shall cease, and the Surviving corporation shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

iii. Conversion of Shares. The manner and basis of converting the shares of the Absorbed Corporation into shares of the Surviving corporation is as follows:

A. Each share of the \$1.00 par value common stock of Revels Chrysler Plymouth Dodge Jeep, Inc. issued and outstanding on the Effective Date shall be converted into one/one thousandth (.001) share of the \$100.00 par value common stock of Revels Chrysler-Plymouth, Inc., which shares of common stock of the Surviving corporation shall thereupon be issued and outstanding.

B. The conversion shall be effected as follows: Subsequent to the Effective Date, each holder of certificates of common stock in the Absorbed Corporation shall surrender them to the Surviving corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require. On receipt of such share certificates, the Surviving Corporation shall issue and exchange therefor certificates for shares of com-

in full force and effect subsequent to the Merger.

2. As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of the shares of each class entitled to vote as a class, are as follows:

<u>Name of Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Designation of class</u>	<u>Number of Shares</u>
Revels Chrysler Plymouth Dodge Jeep, Inc.	100,000	Common	100,000
Revels Chrysler-Plymouth, Inc.	100	Common	100

3. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to any class entitled to vote thereon as a class, the number of share voted for and against the plan, respectively, are as follows:


Number of Common Stock Shares

<u>Name of Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Revels Chrysler Plymouth Dodge Jeep, Inc.	100,000	0
Revels Chrysler-Plymouth, Inc.	100	0

DATED: January 13, 1997

REVELS CHRYSLER PLYMOUTH  
DODGE JEEP, INC.

By:

  
Clayton E. Revels,  
President

Attest:

  
Mildred M. Revels,  
Secretary

(CORPORATE SEAL)

REVELS CHRYSLER-PLYMOUTH,  
INC.

STATE OF FLORIDA     )  
COUNTY OF DUVAL     )

I hereby certify, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared CLAYTON E. REVELS and MILDRED M. REVELS, personally known and known to me to be the President and Secretary of REVELS CHRYSLER PLYMOUTH DODGE JEEP, INC., the corporation in whose name the foregoing instrument was executed, and that they acknowledged executing the same in such capacity freely and voluntarily under authority duly vested in them by said corporation, and the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of January, 1997.

*Valerie R. Hodge*

Notary Public, State of Florida  
at Large.

My commission expires:

(SEAL)



Valerie R. Hodge  
MY COMMISSION # CCS16538 EXPIRES  
December 8, 1999  
BONDED THRU TROY FARM INSURANCE, INC.

STATE OF FLORIDA     )  
COUNTY OF DUVAL     )

I hereby certify, that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared CLAYTON E. REVELS and MILDRED M. REVELS, personally known and known to me to be the President and Secretary of REVELS CHRYSLER-PLYMOUTH, INC., the corporation in whose name the foregoing instrument was executed, and that they acknowledged executing the same in such capacity freely and voluntarily under authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of January, 1997.

*Valerie R. Hodge*

Notary Public, State of Florida  
at Large.