

242583

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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01/17/07--01006--009 **78.75

FILED
07 FEB 14 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 756858 4370691

AUTHORIZATION

COST LIMIT : \$ PPD

ORDER DATE : February 13, 2007

ORDER TIME : 10:51 AM

ORDER NO. : 756858-010

CUSTOMER NO: 4370691

ARTICLES OF MERGER

CARQUEST AUTO PARTS OF 34TH
ST. FL, INC.

INTO

UNIVERSAL PARTS WAREHOUSE,
INC.

~~SEE REJECTION LETTER. FILE 2ND AFTER REINSTATEMENT.~~

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RESUBMIT

~~your original~~
~~document~~

January 30, 2007

W. GERALD THORTON
3605 GLENWOOD AVE STE 500
RALEIGH, NC 27612

SUBJECT: UNIVERSAL PARTS WAREHOUSE, INC.
Ref. Number: 242583

We have received your document for UNIVERSAL PARTS WAREHOUSE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The North Carolina corporation that is wanting to merger into the Florida corporation is not active it must be an active corporation inorder for them to merge.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith
Document Specialist

Letter Number: 707A00007184

2/14/07

Tracy,

per your conversation with Hennis
w/maurine Fulton copy of filed merger
IN NC attached.

Thank you
Andy Hennis
CSC

NOT RECORDED
ACKNOWLEDGE
SUFFICIENCY OF FILING

2007 FEB 13 PM 12:52

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
UNIVERSAL PARTS WAREHOUSE, INC.	FL	

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CARQUEST Auto Parts of 34th St. Fl, Inc.	NC	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 11/ 29 / 2006 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 11/29/2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 11/29/2006 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED
07 FEB 14 AM 9:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA

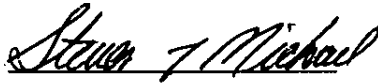
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

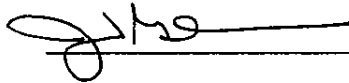
Typed or Printed Name of Individual & Title

Universal Parts
Warehouse, Inc.



Steven T. Michael, President

CARQUEST Auto Parts
of 34th St. Fl, Inc.



John W. Gardner, Vice President

PLAN OF MERGER
OF
CARQUEST AUTO PARTS OF 34TH ST., FL., INC.
WITH AND INTO
UNIVERSAL PARTS WAREHOUSE, INC.

A. Pursuant to the terms and conditions of this Plan, CARQUEST AUTO PARTS OF 34TH ST., FL., INC., a corporation organized under the laws of the State of North Carolina, (hereinafter referred to as the "Constituent Corporation") shall be merged with and into UNIVERSAL PARTS WAREHOUSE, INC., a Florida corporation, and the corporate existence of the Constituent Corporation shall cease, and the corporate existence of UNIVERSAL PARTS WAREHOUSE, INC. (hereinafter referred to as the "Surviving Corporation") shall continue.

B. The Surviving Corporation shall have, use, and operate, upon and after the Effective Time of the merger (hereafter defined), under the name of UNIVERSAL PARTS WAREHOUSE, INC., d/b/a Central Auto Parts and it shall continue as a corporation organized and governed by the laws of the State of Florida. There will be no changes effected by the merger in the Articles of Incorporation or the by-laws of the Surviving Corporation.

C. Upon and after the Effective Time (defined hereafter) of the merger, all of the assets and properties (real, personal, mixed, tangible, intangible, and every other kind and description and wheresoever situated) of the Constituent Corporation shall be and become the assets and properties of the Surviving Corporation, and title thereto shall be deemed to be vested without further act or deed, in the Surviving Corporation just as effectually as such title was vested in the Constituent Corporation.

D. Upon and after the Effective Time of the merger, all debts, liabilities, obligations, and duties of the Constituent Corporation shall be assumed by the Surviving Corporation; and thenceforth the Surviving Corporation shall be responsible, without limitation as to amount, for such debts, liabilities, obligations and duties just as fully and to the same extent as if such debts, liabilities, obligations, and duties had been originally incurred or contracted by the Surviving Corporation.

E. As of the Effective Time of the merger, the terms and conditions of the merger are as follows:

- (1) Each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time of the merger shall be converted into cash. The amount of cash to be received for each share will be dependent upon the determination of the stockholders' equity of the Surviving Corporation as of the close of business on the Closing Date (as defined in the Stock Purchase Agreement dated November 29, 2006, by and among the Surviving Corporation and others, which Stock Purchase Agreement is hereby incorporated by reference as if restated in its entirety (the "Stock Purchase Agreement")) as determined and certified on the Closing Financial Report prepared in accordance with the provisions of the Stock Purchase Agreement

within one hundred twenty (120) days after the Closing Date. The specific method of determining the amount of cash to be received for each share is set forth on a spreadsheet, which spreadsheet is hereby incorporated by reference as if restated in its entirety (the "Spreadsheet"). For illustration purposes, the Spreadsheet has been prepared using the amounts shown on the Surviving Corporation's February 28, 2006 balance sheet. However, the actual amount of cash to be received for each share will be determined using the method set forth on the Spreadsheet, but using the amounts shown on the Closing Financial Report.

Simultaneously with the Effective Time, the shares of stock of the Constituent Corporation then issued and outstanding shall automatically be converted into and become issued and outstanding shares of common stock of the Surviving Corporation.

(2) The merger shall be effective upon the filing of the Articles of Merger in the offices of the Secretary of State of the State of North Carolina and Florida ("Effective Time").

(3) The issued and outstanding stock of the Constituent Corporation consist of common stock as follows:

Constituent Corporation	Number of Shares Outstanding	Number of Votes Per Share
CARQUEST AUTO PARTS OF 34 TH ST., FL., INC.	14,415	1

There are no voting groups entitled to vote separately on the matter of the merger.

(4) The Board of Directors of the Constituent Corporation and the Surviving Corporation shall each approve the foregoing Plan of Merger, and then such Plan shall be submitted to a vote of the Shareholders of the Constituent Corporation after any notice duly given as required by statute or appropriate waiver thereof.

(5) Both the Surviving Corporation and the Constituent Corporation stipulate that they shall comply with all provisions of the Statutes of the State of Florida as they relate to dissenters' rights.

(6) This merger complies with the laws of the state of incorporation of the Constituent Corporation as they relate to mergers.

F. After the Effective Time of the merger, the Board of Directors and officers of the Constituent Corporation shall automatically become the Board of Directors and officers of the Surviving Corporation with full power, authority and responsibility to manage the affairs of the Surviving Corporation.

G. Notwithstanding any provisions to the contrary herein, and notwithstanding any approval of this Plan of Merger by the stockholders of the Constituent Corporation and the Surviving Corporation, this Plan of Merger may be terminated at any time on or prior to the Effective Date by the mutual consent of the Boards of Directors of the Constituent Corporation and the Surviving Corporation.

Executed by the parties on this the 29th day of November, 2006.

UNIVERSAL PARTS WAREHOUSE, INC.

~~34th ST., FL., INC.~~

By: *Steven J. Michler*
Name: STEVEN J. MICHLER
() President

CARQUEST AUTO PARTS OF
34th ST., FL., INC.

By: *John W. Gardner*
Name: JOHN W. GARDNER
Vice President



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

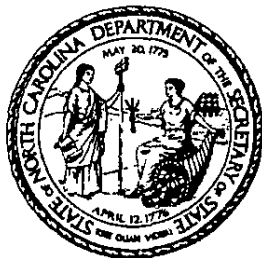
I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF MERGER

OF

CARQUEST AUTO PARTS OF 34TH ST. FL, INC.

the original of which was filed in this office on the 25th day of January, 2007.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 14th day of February, 2007.

Elaine F. Marshall

Secretary of State

*State of North Carolina
Department of the Secretary of State*

ARTICLES OF MERGER

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57C-9A-22(a), 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is UNIVERSAL PARTS WAREHOUSE, INC., a corporation organized under the laws of Florida.
2. The address of the surviving entity is:

16 N. Paramore Avenue
Orlando, FL 32801-2209

The mailing address of the surviving foreign business entity is:

16 N. Paramore Avenue
Orlando, FL 32801-2209

The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

3. The name of the merged entity is CARQUEST Auto Parts of 34th St. Fl, Inc., a corporation organized under the laws of North Carolina.
4. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.
5. These articles will be effective upon filing.

This the 30th day of December, 2006.

UNIVERSAL PARTS WAREHOUSE, INC.

By: Steven J. Michael AKES
STEVEN J. MICHAEL, President