

317970

(Requestor's Name)

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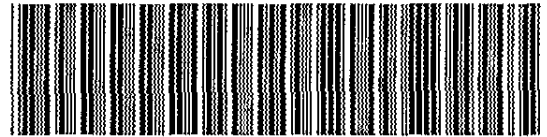
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/26/02
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SHAMROCK CHEVROLET, INC., a Florida corporation, K27034

INTO

KEY FORD, INC., a Florida entity, 317970.

File date: December 23, 2002

Corporate Specialist: Susan Payne

CT CORPORATION

December 23, 2002

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5752464 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Key Ford, Inc. (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Jeffrey J Netherton
Sr. Fulfillment Specialist
Jeff_Netherton@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

ARTICLES OF MERGER
OF
SHAMROCK CHEVROLET, INC.
a Florida corporation
INTO
KEY FORD, INC.
a Florida corporation

FILED
02 DEC 23 PM 3: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned corporation, hereby files this Articles of Merger executed this 18th day of December, 2002, in accordance with the Florida Business Corporation Act (the "Act").

1. The name of the surviving corporation of the merger is Key Ford, Inc., a Florida corporation (the "Corporation").
2. The name and state of incorporation of each merging corporation is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Shamrock Chevrolet, Inc.	Florida
Key Ford, Inc.	Florida

3. The Plan of Merger is attached as Exhibit A and incorporated by reference herein.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the shareholders of the surviving corporation on December 18, 2002.
6. The Plan of Merger was adopted by the shareholders of the merging corporation on December 18, 2002.

IN WITNESS WHEREOF, these Articles of Merger have been signed by a duly authorized officer of the merging and surviving corporation and attested by its respective corporate secretary, all as of the first date written above.

KEY FORD, INC., a Florida corporation

ATTEST:

Beth Sibley
Beth Sibley, Corporate Secretary

H. Clifford Buster III
H. Clifford Buster III, Vice President

SHAMROCK CHEVROLET, INC., a Florida
corporation

ATTEST:

Beth Sibley
Beth Sibley, Corporate Secretary

H. Clifford Buster III
H. Clifford Buster III, Vice President

AGREEMENT AND PLAN OF MERGER

This Plan of Merger ("Plan") is entered into this 18th day of December, 2002, by and between Shamrock Chevrolet, Inc., a Florida corporation ("Shamrock") and Key Ford, Inc., a Florida corporation ("Key Ford") in compliance with section 607.1101 of the Florida Business Corporation Act ("FBCA").

RECITALS:

WHEREAS, the authorized capital stock of Shamrock consists of One Thousand (1,000) shares of common stock, ten dollar (\$10.00) par value per share (the "Shamrock Common Stock"), of which One Thousand (1,000) shares are issued and outstanding;

WHEREAS, the authorized capital stock of Key Ford consists of Four Thousand (4,000) shares of common stock, one dollar (\$1.00) par value per share (the "Key Ford Common Stock"), of which Three Thousand Three Hundred Ten (3,310) shares are issued and outstanding;

WHEREAS, the respective boards of directors and shareholders of Shamrock and Key Ford deem it desirable and in the best interests of the respective corporations that the two corporations merge into a single corporation (the "Merger"), and pursuant to resolutions duly adopted, such boards of directors and shareholders have further unanimously approved and adopted this Plan;

WHEREAS, Key Ford agrees to file, or cause to be filed, all returns required of Shamrock and does assume the liability for and guarantee the payment of all taxes accrued and owing by Shamrock;

WHEREAS, Shamrock and Key Ford desire to effect a merger whereby Shamrock will be merged with and into Key Ford (Key Ford, in its capacity as the surviving corporation in the Merger is sometimes referred to herein as the "Surviving Corporation") and the outstanding shares of Shamrock Common Stock will, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled and all shares of Shamrock Common Stock then held in treasury shall cease to exist and Key Ford will not make any new issuances of securities. There will be no substantive effect to the shareholder of Shamrock or Key Ford, as provided in this Plan;

NOW, THEREFORE in consideration of the recitals stated above and the mutual promises herein contained, the parties agree that Shamrock shall merge with and into Key Ford, with Key Ford to be the surviving corporation, upon the following terms and conditions:

1. Merger and Effective Time. In accordance with the respective provisions of the FBCA and subject to the terms and conditions of this Plan, Shamrock shall be merged with and into Key Ford effective December 18, 2002, or such later date as the Articles of Merger, executed, adopted and approved in accordance with the FBCA shall have been filed with the Department of State of Florida. (the "Effective Time"). Following the Merger, the Surviving Corporation shall continue to be governed by the laws of the State of Florida, and the actions described above shall be conclusive evidence, for all purposes of this Plan, of compliance with all conditions precedent. The Board of Directors of Key Ford or Shamrock may, upon written notice to the other party, abandon this Plan either before or after shareholder approval if circumstances arise which in the opinion of the respective Board of Directors make it inadvisable to proceed.

2. Effect of Merger. Except as may otherwise be set forth herein, at the Effective Time the separate corporate existence of Shamrock shall cease, and in accordance with the terms of this Plan the Surviving Corporation shall continue with all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of both Shamrock and Key Ford; and all and singular, all property, real, personal and mixed,

belonging to both Shamrock and Key Ford, and all debts due to either Shamrock or Key Ford on whatever account, for stock subscriptions as well as all other things in action, shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall thereafter be as effectually the property of the Surviving Corporation as they were of Shamrock and Key Ford; and the title to any real estate or interest therein, vested by deed or otherwise in either Shamrock or Key Ford, shall not revert or be in any way impaired by reason of the Merger. The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of both Shamrock and Key Ford, and any claim existing or action or proceeding pending by or against either Shamrock or Key Ford may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either Shamrock or Key Ford shall be impaired by the Merger, and all debts, liabilities and duties of both Shamrock and Key Ford shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. If at any time the Surviving Corporation shall deem or be advised that any further transfers, assignments, conveyances, assurances in law or other acts or things are necessary or desirable to vest or confirm in the Surviving Corporation the title to any property or assets of either Shamrock or Key Ford, both Shamrock and Key Ford and its proper officers and directors shall execute and deliver any and all such property transfers, assignments, conveyances and assurances in law, and shall do all other acts and things as are necessary or proper to vest or confirm title to such property and assets in the Surviving Corporation and to otherwise carry out the purposes and intent of this Plan.

3. Certificate of Incorporation of Surviving Corporation. At the Effective Time, the Amended and Restated Certificate of Incorporation of Key Ford shall remain the Certificate of Incorporation of the Surviving Corporation.

4. Bylaws of Surviving Corporation. At the Effective Time, the Bylaws of Key Ford shall remain the Bylaws of the Surviving Corporation.

5. Directors and Officers. The officers of Key Ford in office at the Effective Time shall be the officers of the Surviving Corporation, and shall hold office for the terms for which they have been elected or until their successors are duly elected and qualified pursuant to the Bylaws of the Surviving Corporation. The Directors of the Surviving Corporation shall be as follows:

Scott L. Thompson
J. Brooks O'Hara

Such Directors shall hold office until the next annual shareholder's meeting for directors or until their successors are duly elected and qualified pursuant to the Bylaws of the Surviving Corporation.

6. Conversion of Stock Upon Merger. The manner of converting the shares of Shamrock Common Stock outstanding immediately prior to the Effective Time shall be as follows:

6.1 Shamrock Common Stock. Each share of Shamrock Common Stock which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled and all shares of Shamrock Common Stock then held in treasury shall cease to exist and Key Ford will not make any new issuances of securities. There will be no substantive effect to the shareholder of Shamrock or Key Ford.

6.2 Key Ford Common Stock. Each share of common stock of Key Ford Common Stock, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.

7. Filing Certificate of Merger. When all required approvals have been received, the President of the Surviving Corporation is hereby authorized to sign the Articles of Merger, and the Secretary or Assistant Secretary is authorized to attest the same, and both are hereby authorized and directed to file such Articles with the Department of State of Florida, all in accordance with such provisions as may be required by applicable Florida law.

8. Responsibility for Taxes. The parties agree that Key Ford shall be the sole responsible party for payment of any fees, income, franchise or other taxes for Shamrock and Key Ford.

IN WITNESS WHEREOF each of the parties have caused this Plan to be executed as of the date first above written.

SHAMROCK CHEVROLET, INC., a Florida corporation

By: H. Clifford Buster III
H. Clifford Buster III, Vice President


KEY FORD, INC., a Florida corporation

By: H. Clifford Buster III
H. Clifford Buster III, Vice President

**CERTIFICATE OF SECRETARY
OF
SHAMROCK CHEVROLET, INC.**

I, Beth Sibley, Secretary of Shamrock Chevrolet, Inc., a Florida corporation, ("Shamrock"), hereby certify, that the foregoing Plan dated December 18, 2002, between Shamrock and Key Ford, Inc., a Florida corporation, was duly adopted by the shareholders of Shamrock in accordance with the Florida Business Corporation Act.

Executed this 18th day of December, 2002.




Beth Sibley, Secretary

**CERTIFICATE OF SECRETARY
OF
KEY FORD, INC.**

I, Beth Sibley, Secretary of Key Ford, Inc., a Florida corporation, ("Key Ford"), hereby certify, that the foregoing Plan dated December 18, 2002, between Key Ford and Shamrock Chevrolet, Inc., a Florida corporation, was duly adopted by the shareholders of Key Ford in accordance with the Florida General Corporation Act.

Executed this 18th day of December, 2002.



Beth Sibley, Secretary