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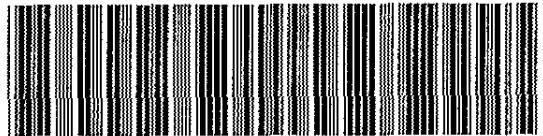
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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04 JUN -3 PM 2:46

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Merger*

C. C. Williams JUN 04 2004



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 691486 4802598

AUTHORIZATION :

*Patricia Pajuts*

COST LIMIT : \$ 70.00

ORDER DATE : May 27, 2004

ORDER TIME : 2:08 PM

ORDER NO. : 691486-010

CUSTOMER NO: 4802598

CUSTOMER: David A. Abrams, Esq.  
Dilworth, Paxson LLP  
3200 Mellon Bank Cntr.  
1735 Market Street  
Philadelphia, PA 19103

*file second*

ARTICLES OF MERGER

FORMER TPH COMPANY, INC.

INTO

THE PARTS PLUS GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF MERGER  
OF  
FORMER TPH COMPANY, INC.  
AND  
THE PARTS PLUS GROUP, INC.

FILED  
2004 JUN -3 PM 4:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

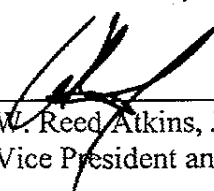
To the Department of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.

1. Annexed hereto as Exhibit A and made a part hereof is the Plan of Merger for merging Former TPH Company, Inc. with and into The Parts Plus Group, Inc. as approved by the Board of Directors of Former TPH Company, Inc. on March 5, 2004 and adopted at a meeting by the Board of Directors of The Parts Plus Group, Inc. on March 5, 2004.
2. The merger of Former TPH Company, Inc. with and into The Parts Plus Group, Inc. is permitted by the laws of the jurisdiction of organization of and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of The Parts Plus Group, Inc. was March 5, 2004.
3. Shareholder approval was not required for the merger.
4. The effective time and date of the merger herein provided for in the State of Florida shall be the time and date upon which the necessary documents were filed with the State of Delaware.

Executed on March 5, 2004

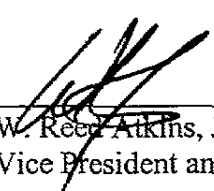
FORMER TPH COMPANY, INC.

By: 

Name: W. Reed Atkins, Jr.

Title: Vice President and Chief Financial Officer

THE PARTS PLUS GROUP, INC.

By: 

Name: W. Reed Atkins, Jr.

Title: Vice President and Chief Financial Officer

**EXHIBIT A**

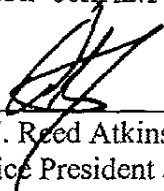
## PLAN OF MERGER

1. The Parts Plus Group, Inc., which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of Former TPH Company, Inc. which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Former TPH Company, Inc. into The Parts Plus Group, Inc. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of Delaware.
2. The separate existence of Former TPH Company, Inc. shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and The Parts Plus Group, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of Former TPH Company, Inc. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of The Parts Plus Group, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
5. The effective date of this Plan of Merger and of the merger therein provided for shall, be the date of filing with the State of Delaware.

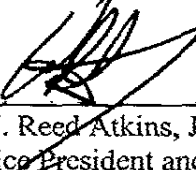
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IN WITNESS WHEREOF, this Plan of Merger has been duly executed on the day and year  
first above written.

FORMER TPH COMPANY, INC.

By:   
Name: W. Reed Atkins, Jr.  
Title: Vice President and Chief Financial Officer

THE PARTS PLUS GROUP, INC.

By:   
Name: W. Reed Atkins, Jr.  
Title: Vice President and Chief Financial Officer