

474418

SPENGLER NATHANSON P.L.L.
ATTORNEYS AT LAW

608 MADISON AVENUE, SUITE 1000
TOLEDO, OHIO 43604-1169

(419) 241-2201

FACSIMILE
(419) 241-8599

WRITER'S DIRECT DIAL NUMBER
(419) 252-6205

FRANK T. PIZZA
RALPH BRAGG
JAMES R. JEFFERY
NORMAN J. RUBINOFF
B. GARY McBRIDE
DAVID G. WISE
THEODORE M. ROWEN
GARY D. SIKKEMA
TRUMAN A. GREENWOOD
CHERYL F. WOLFF
LOUISE A. JACKSON
RICHARD E. WOLFF
JAMES M. SCIARINI
BYRON S. CHOKA
JAMES C. ANDERSON
SUSAN B. NELSON
LISA E. PIZZA
JOAN C. SZUBERLA
TERESA L. GRIGSBY

MICHAEL W. BRAGG
PETER N. KANIOS
JAMES P. SILK, JR.
CAMILLE HORNE STEWART
JEFFREY D. SNAVELY
TRAVIS W. BRANT
DOUGLAS A. SPIDEL
ERICA N. GATZ

OF COUNSEL
JOEL A. LEVINE
JAMES P. SILK, SR.
THOMAS A. LUPICA

JOSEPH S. HEYMAN (RETIRED 1998)
BENJAMIN B. DURFEE
ANDREW E. ANDERSON
RICHARD A. ENTENMANN
LOUIS J. HATTNER

September 22, 1998

VIA FEDERAL EXPRESS

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-09/24/98--01043-018
*****595.00 *****595.00

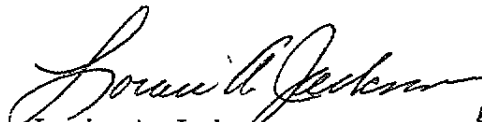
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Ladies and Gentlemen:

Enclosed for filing are Articles of Merger of 17 corporations, one of which, KW Shops, Inc., is a Florida corporation. The surviving corporation is Max Auto Supply Company, an Ohio corporation. Also, enclosed is a \$595.00 check payable to Florida Department of State for the filing fee computed based on \$35.00 per corporation being merged.

If you have any questions about this filing, please do not hesitate to call the undersigned collect as the merger is scheduled for September 30, 1998.

Very truly yours,


Louise A. Jackson

LAJ/kmm
Enclosures

KMM H:\LAJR\MAX_FL.LTR

VS SEP 30 1998

Menger

FILED
SEP 24 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/30/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

KW SHOPS, INC., a Florida corporation, 474418
5 Pennsylvania corporations, 8 Ohio corporations and 2 New York corporations
none qualified to do business in Florida

INTO

MAX AUTO SUPPLY COMPANY, an Ohio corporation not qualified in Florida.

File date: September 24, 1998, effective September 30, 1998

Corporate Specialist: Velma Shepard

FILED
98 SEP 24 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/30/98

ARTICLES OF MERGER

In accordance with the requirements of Florida law, the undersigned corporations, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

The name of the entity surviving the merger is MAX AUTO SUPPLY COMPANY, an Ohio corporation (hereinafter "Max Auto").

II. MERGING ENTITIES

The name, type of entity, and state of incorporation, respectively, of each entity other than the survivor (hereinafter the "Constituent Corporations"), which is a party to the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>	<u>Type of Entity</u>
CALART, INC.	Pennsylvania	corporation
SALEM MUFFLERS, INC.	Ohio	corporation
SILVERTON MUFFLERS, INC.	Ohio	corporation
MIDDLETON MUFFLERS, INC.	Ohio	corporation
ELMIR MUFFLERS, INC.	New York	corporation
KW SHOPS, INC.	Florida	corporation
KENNYWOOD MUFFLERS, INC.	Pennsylvania	corporation
DORRTRAN, INC.	Ohio	corporation
RT. 51 MUFFLERS, INC.	Pennsylvania	corporation
KIRSCHNER'S MUFFLER AUTOMOBILE PARTS COMPANY, INC.	Pennsylvania	corporation
230 OHIO RIVER BOULEVARD, INC.	Pennsylvania	corporation
ROUTE 5 MUFFLERS, INC.	New York	corporation
NORTHGATE MUFFLERS, INC.	Ohio	corporation
SOUTHGATE MUFFLERS, INC.	Ohio	corporation
6084 LIVINGSTON, INC.	Ohio	corporation
CARTRAN, INC.	Ohio	corporation

III. PLAN OF MERGER

The Constituent Corporations will merge into the Surviving Corporation in a statutory merger under the applicable laws of the State of Ohio, and in particular, Sections 1701.78 et. seq. of the Ohio Revised Code. All of the assets and liabilities of the Constituent Corporations shall be transferred to Max Auto. On the effective date of this merger, each and all of the issued and outstanding shares of stock of all classes of the Constituent Corporations, and all rights in respect thereof, shall be surrendered, and each shareholder in each Constituent Corporation shall be entitled to receive one (1) share of the Class A common stock of Max Auto. Upon the surrender of certificates nominally representing shares of common stock of each Constituent Corporation, Max Auto shall cause to be issued therefor certificates for the proper shares of the common stock of Max Auto.

IV. EFFECTIVE DATE OF MERGER

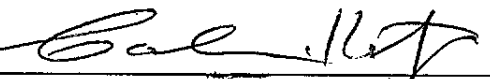
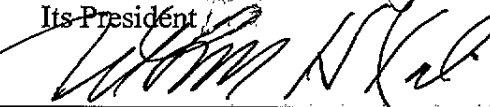
This merger is to be effective on September 30, 1998.

V. MERGER AUTHORIZED

This merger was adopted, unanimously approved and authorized by the shareholders and board of directors of each of the constituent entities, on September 18, 1998, in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the Constituent Corporations are duly authorized to do so.

The undersigned Max Auto and Constituent Corporations have each caused these Articles of Merger to be signed by its duly authorized officers on the dates stated below.

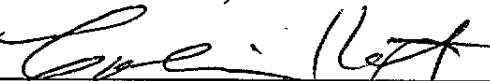

CALART, INC.

By: 
Its President

Its Secretary

Date: 9/23/98

Date: 9/23/98

SALEM MUFFLERS, INC.

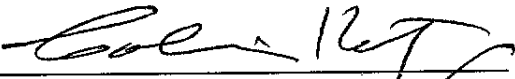

By: 
Its President

Its Secretary

Date: 9/23/98

Date: 9/23/98

NOTE: CALVIN KATZ IS THE PRESIDENT FOR EACH CORPORATION


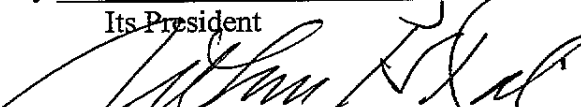
SILVERTON MUFFLERS, INC.

By: 
Its President

Its Secretary

Date: 9/23/98

Date: 9/23/98


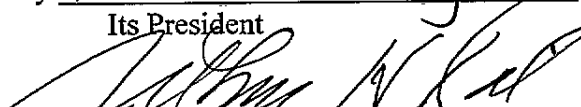
MIDDLETON MUFFLERS, INC.

By: 
Its President

Its Secretary

Date: 9/23/98

Date: 9/23/98


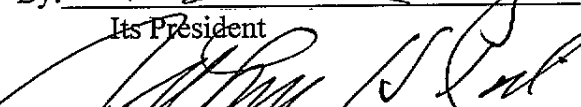
ELMIR MUFFLERS, INC.

By: 
Its President

Its Secretary

Date: 9/23/98

Date: 9/23/98

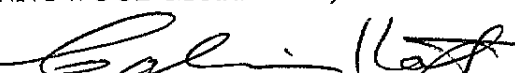
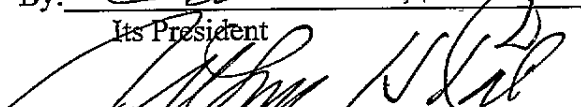
KW SHOPS, INC.

By: 
Its President

Its Secretary

Date: 9/23/98

Date: 9/23/98

KENNYWOOD MUFFLERS, INC.

By: 
Its President

Its Secretary

Date: 9/23/98

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DORRTRAN, INC.

By:

Its President

Its Secretary

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By:

Its President

Its Secretary

Date:

Date:

KIRSCHNER'S MUFFLER AUTOMOBILE
PARTS COMPANY, INC.

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Its President

Its Secretary

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CARTRAN, INC.

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Its Secretary

Date:

Date:

MAX AUTO SUPPLY COMPANY

By:

Its President

Its Secretary

Date:

Date: