

582883
NATIONAL AUTO SERVICE CENTERS, INC.
1605 SOUTH MISSOURI AVENUE
CLEARWATER, FLORIDA 33756

June 18, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-06/23/99--01045--001
*****70.00 *****70.00

RE: ARTICLES OF MERGER OF
NATIONAL AUTO SERVICE CENTERS, INC. AND
AUTO SERVICE SYSTEMS, INC.

Gentlemen:

Enclosed please find two fully executed Articles of Merger of National Auto Service Centers, Inc. and Auto Service Systems, Inc.

Please file the Articles of Merger accordingly and return to me one acknowledged copy of the document. Enclosed is a check in the amount of \$70.00 to cover the appropriate fee. Thank you.

Very truly yours,



Leonard D. Levin
President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NA227

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553724
7p5
merger
7-9-99

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AUTOMOTIVE SERVICE SYSTEMS, INC., document P94000058781, a Florida corporation

INTO

NATIONAL AUTO SERVICE CENTERS, INC., a Florida corporation, 582883.

File date: July 9, 1999

Corporate Specialist: Carol Mustain



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 1999

LEONARD LEVIN
1605 SOUTH MISSOURI AVENUE
CLEARWATER, FL 33756

SUBJECT: AUTO SERVICE SYSTEMS, INC.
Ref. Number: 553724

We have received your document for AUTO SERVICE SYSTEMS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The above listed corporation was administratively dissolved or its certificate of authority was revoked for failure to file its 1984 corporate annual report form. To reinstate, the corporation must submit a completed reinstatement application/annual report and the appropriate fees.

The fees to reinstate the corporation are as follows: \$600.00 reinstatement fee, \$61.25 filing fee per year for the years 1984 through the current year, \$88.75 corporate supplemental fee for 1992 and every year thereafter.

Therefore, the total amount due to reinstate the corporation is \$2290.00. Add an additional \$8.75 for each certificate of status requested.

The total amount due includes the 1999 Annual Report and Supplemental Fee.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 299A00034063



**National Auto
Service Centers**

(727) 581- 4061

July 3, 1999

Carol Mustain
Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Response to Merger filing - Auto Service Systems, Inc.
and National Auto Service Centers, Inc.

Your response of June 28, 1999, rejecting our above referenced Merger Filing because Auto Service Systems, Inc. was previously dissolved resulted from our error in not setting out the name of the non-surviving corporation correctly. The correct name is Automotive Service Systems, Inc. I have enclosed copies of the last Annual Report, two fully executed corrected Articles of Merger and a copy of your response letter.

Please file the corrected Articles of Merger accordingly and return to me one acknowledged copy of the document. You previously received our check in the amount of \$70.00 to cover the appropriate fee. I apologize for the error and inconvenience. Thank you.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Leonard D. Levin".

Leonard D. Levin
President

LDL/cj
Enclosures
NA231

ARTICLES OF MERGER
OF
NATIONAL AUTO SERVICE CENTERS, INC.
AND
AUTOMOTIVE SERVICE SYSTEMS, INC.

NATIONAL AUTO SERVICE CENTERS, INC. and AUTOMOTIVE SERVICE SYSTEMS, INC., both Florida corporations, under their corporate seal in the hands of their presidents, hereby certify that:

The Board of Directors and Shareholders of said corporations at meetings called and held on December 18, 1998, adopted the following:

PLAN OF MERGER
OF AFFILIATED CORPORATIONS

- 1) Name and Relationship of each corporation:
 - a) National Auto Service Centers, Inc., common shareholder.
 - b) Automotive Service Systems, Inc., common shareholder.
 - c) Leonard D. Levin owns 100% of the shares of stock of both merging corporations.
- 2) Surviving Merging Corporation: National Auto Service Centers, Inc.
- 3) Effective Date of Merger: January 1, 1999
- 4) Terms and Conditions of Merger:
 - a) All assets and liabilities of non-surviving corporation shall be acquired by the surviving corporation including all trade names and intellectual properties.
 - b) Surviving corporation shall not change its name.
- 5) The Manner and Basis of converting shares of the non-surviving corporation into shares of the surviving corporation:

For every share of stock issued and outstanding on the Effective Date of merger of the non-surviving corporation there shall be issued to the shareholder of the non-surviving corporation one share of stock of the surviving corporation. Both corporations have only one class of shares of stock authorized.
- 6) Changes in Articles or By Laws of Surviving Corporation:

None.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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7) Requirements to Effect This Plan of Merger:

A unanimous vote by all Directors and the shareholder of both corporations.

THIS PLAN OF MERGER was unanimously adopted by the Board of Directors and the shareholder of both the surviving corporation and non-surviving corporation on December 18, 1998.

IN WITNESS WHEREOF, said corporations have caused these Articles of Merger to be signed in their name, by their President and their corporate seals have been hereunto affixed this 2nd day of July, 1999.

NATIONAL AUTO SERVICE CENTERS, INC.

(SEAL)

By: *Leonard D. Levin* President
Leonard D. Levin, President

AUTOMOTIVE SERVICE SYSTEMS, INC.

(SEAL)

By: *Leonard D. Levin* President
Leonard D. Levin, President

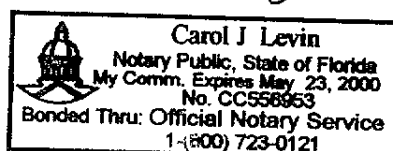
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LEONARD D. LEVIN, known to me and known to be the person who executed the foregoing Articles of Merger and acknowledged before me that he executed the Articles of Merger as President of National Auto Service Centers, Inc.

WITNESS my hand and official seal this 2nd day of July, 1999.

Carol J. Levin
Notary Public

My Commission Expires:

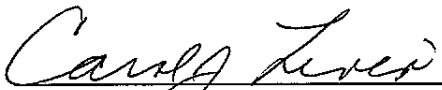


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LEONARD D. LEVIN, known to me and known to be the person who executed the foregoing Articles of Merger and acknowledged before me that he executed the Articles of Merger as President of Automotive Service Systems, Inc.

WITNESS my hand and official seal this 2nd day of July, 1999.


Notary Public

My Commission Expires:

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