

632204

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

CORPORATION(S) NAME

Auto Holding Corp.

merging: SCM Enterprises, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
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09/30/99

Merger
10-1-99
BKS

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

S C M ENTERPRISES, INC., a Florida corporation, 632204

INTO

AUTO HOLDING CORP., a Delaware corporation not qualified in Florida.

File date: September 30, 1999

Corporate Specialist: Doug Spitler

**ARTICLES OF MERGER
OF
SCM ENTERPRISES, INC.
a Florida Corporation
WITH AND INTO
AUTO HOLDING CORP.
a Delaware Corporation**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1107 of the Florida Statutes, S C M Enterprises, Inc., a Florida corporation, and Auto Holding Corp., a Delaware corporation, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

- (i) SCM Enterprises, Inc., a Florida corporation (the "Merging Corporation"), and
- (ii) Auto Holding, Corp., a Delaware corporation ("the Surviving Entity").

2. The Merging Corporation is hereby merged with and into the Surviving Entity and the separate existence of the Merging Corporation shall cease. The Surviving Entity is the surviving entity in the merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously and duly adopted by the Board of Directors and the sole shareholder of the Merging Corporation by joint unanimous written consent in lieu of holding special meetings of even date herewith, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes.

4. The Agreement and Plan of Merger was approved by the Surviving Entity and duly adopted by the sole member of the Surviving Entity by written consent of even date herewith, in accordance with the applicable laws of the State of Delaware.

The Merger shall become effective upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of Section 607.1109 of the Florida Statutes.

The address of the Surviving Entity's principal office under the laws of Delaware is:
110 S.E. 6th Street, 20th Floor, Fort Lauderdale, Florida 33301.

Prepared by
L. Frank Cordero, Esq.
One S.E. 3rd Avenue
Miami, FL 33131
(305) 374-5600
FL. Bar. No. 869996

MIA-393302-1

The Surviving Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.

The Surviving Entity agrees to promptly pay to the dissenting shareholders of the Merging Corporation, the amount, if any, to which they are entitled under Florida Statutes Section 607.1302. There are no dissenting shareholders of the Merging Corporation, and there are no dissenting members of the Surviving Entity.

The parties have caused these Articles of Merger to be executed on Sept 28, 1999.

MERGING CORPORATION:

SCM ENTERPRISES, INC.

By: [Signature]
Name: James Cole
Title: Vice President

SURVIVING ENTITY:

AUTO HOLDING, CORP.

By: [Signature]
Name: James Cole
Title: Vice President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") is made and entered into as of the 28 day of Sept, 1999, by and among the corporation identified as the Merging Corporation on the signature page hereof (the "**Merging Corporation**"), and the corporation identified as the Surviving Entity on the signature page hereof (the "**Surviving Entity**").

WITNESSETH:

WHEREAS, the Surviving Entity has been organized for the sole purpose of continuing the affairs of the Merging Corporation as a Delaware Corporation, and to subsequently merge with a limited liability company under Delaware law.

WHEREAS, the sole shareholder of the Merging Corporation is also the sole shareholder of the Surviving Entity;

WHEREAS, no additional property is actually being issued to the shareholder of the Merging Corporation pursuant to the Merger, as said shareholder will continue to maintain a 100 percent ownership interest in the Surviving Entity;

WHEREAS, pursuant to duly authorized action by their respective Boards of Directors and Shareholders, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law; and

WHEREAS, the parties intend for the Merger to constitute a tax free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

15. **MERGER**. The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and Surviving Entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Delaware as the Surviving Entity.

16. **SURVIVING ENTITY**. At the Effective Time (as defined below) of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the rights and obligations as are provided by the Delaware Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger.

17. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Entity shall be as follows:

(a) **Certificate of Incorporation.** The Certificate of Incorporation of the Surviving Entity shall continue as the Certificate of Incorporation of the Surviving Entity.

(b) **Bylaws.** The Bylaws of the Surviving Entity shall continue as the Operating Agreement of the Surviving Entity.

18. **MANNER AND BASIS OF CONVERTING SHARES.** At the Effective Time, (i) all of the issued and outstanding shares of capital stock of the Merging Corporation shall be surrendered to the Surviving Entity and canceled, and no shares of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding shares of the Surviving Entity shall remain outstanding, and the current shareholders of the Surviving Entity shall continue to own the same number of shares of the Surviving Entity, and in the same proportions, as they did prior to the Effective Time.

19. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective boards of directors and shareholders of the Merging Corporation and the Surviving Entity. The proper officers of the Merging Corporation and the Surviving Entity shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

20. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective at the time specified in the Articles of Merger and the Certificate of Merger with respect to the Merger with the Offices of the Secretaries of State of the States of Delaware and the state of incorporation of the Merging Corporation, or if no such time is specified, at the time of filing such documents (the "Effective Time").

21. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the shareholders of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

[Signatures on the Next Page]

IN WITNESS WHEREOF, SCM Enterprises, Inc., a Florida corporation, which is the Merging Corporation, and Auto Holding Corp., a Delaware corporation, which is the Surviving Entity, have caused this Agreement to be entered into as of the date first above written.

CONSTITUENT ENTITIES:

MERGING CORPORATION:

SCM ENTERPRISES, INC.

By: [Signature]
Name: James Cole
Title: Vice President

SURVIVING ENTITY:

AUTO HOLDING CORP.

By: [Signature]
Name: James Cole
Title: Vice President