

F000000006576

CT CORPORATION SYSTEM

CORPORATION(S) NAME

Ugly Duckling Car Sales, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 DEC -5 PM 3:30

FILED

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> CUS
<input type="checkbox"/> Photocopies		
<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		

RECEIVED  
01 DEC -5 AM 11:43  
TALLAHASSEE, FLORIDA

Name \_\_\_\_\_  
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Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/5/01

Order#: 4961136

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Ref#: \*\*\*\*\*35.00 \*\*\*\*\*35.00

Amount: \$ \_\_\_\_\_

Originally contacted in November  
to file Art. of Correction

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

Art. of Correction

12/6/01

payee



December 4, 2001

To Whom It May Concern:

Re: Articles of Correction of Ugly Duckling Car Sales, Inc. and Ugly Duckling Car Sales Florida, Inc.

Dear Sir or Madam:

Ugly Duckling is attempting to file the enclosed Articles of Correction pertaining to merger documents that were filed on November 2, 2001. The reason for this filing is that Ugly Duckling has encountered delays in obtaining its MVD license in the State of Florida, therefore, delaying the conversion of its business operations from Ugly Duckling Car Sales Florida, Inc. to Ugly Duckling Car Sales, Inc.

If the deadline for filing Articles of Correction has passed, Ugly Duckling respectfully requests an extension to allow the enclosed documents to be filed.

If you have any questions regarding this matter, please contact me at (602) 852-6637.

Sincerely,

UGLY DUCKLING CAR SALES, INC.



Jon D. Ehlinger  
General Counsel & Secretary

JDE:ar

Enclosures

**ARTICLES OF CORRECTION  
OF  
UGLY DUCKLING CAR SALES, INC.  
AND  
UGLY DUCKLING CAR SALES FLORIDA, INC.**

FILED  
01 DEC -5 PM 3:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. These articles of correction correct the following document:  
Articles of Merger of ugly Duckling Car Sales Florida, Inc. into Ugly Duckling Car Sales, Inc.

A copy of the document to be corrected is attached as Exhibit A.

2. The document attached as Exhibit A was delivered to the Arizona Corporation commission on the 2<sup>nd</sup> day of November, 2001.
3. The document contained the following incorrect statement(s):

Section 4. - The merger shall become effective December 1, 2001.

And

Exhibit A, Plan of Merger, Section 3. - The Merger is effective upon filing of the Articles of Merger with the Arizona Corporation Commission and with the Secretary of State of Florida ("Effective Date").

The reason the statement is incorrect is:

The Merger is effective on the later of December 1, 2001 or upon the issuance of a Motor Vehicle Dealer License to the surviving entity by the Florida Division of Motor Vehicles, not upon the filing of the Articles of Merger documents.

4. Attached as Exhibit B is the corrected document properly executed.

Ugly Duckling Car Sales, Inc.

By: 

Name: Jon D. Ehlinger

Its: Secretary

Ugly Duckling Car Sales Florida, Inc.

By: 

Name: Jon D. Ehlinger

Its: Secretary

# Exhibit A

## ARTICLES OF MERGER OF UGLY DUCKLING CAR SALES FLORIDA, INC. INTO UGLY DUCKLING CAR SALES, INC.

Pursuant to the provisions of the Chapters 1 through 17 of Title 10, Arizona Revised Statutes, governing the merger of a foreign wholly-owned subsidiary business corporation into its domestic parent business corporation, the domestic parent business corporation hereinafter named does hereby submit the following Articles of Merger.

Filed simultaneously with these articles of merger is the Plan of Merger which has been adopted by Ugly Duckling Car Sales Florida, Inc., a Florida corporation, which is the disappearing corporation, and Ugly Duckling Car Sales, Inc., an Arizona corporation, which is the surviving corporation.

1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, is Ugly Duckling Car Sales Florida, Inc.

2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Arizona and which is subject to the provisions of Chapters 1 through 17 of Title 10, Arizona Revised Statutes, is Ugly Duckling Car Sales, Inc.

3. Ugly Duckling Car Sales, Inc. owns one hundred percent (100%) of the issued and outstanding shares of Ugly Duckling Car Sales Florida, Inc.

4. The merger shall become effective December 1, 2001.

5. The merger shall be effected pursuant to the terms of the Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A.

6. The address of the known place of business in Arizona of Ugly Duckling Car Sales, Inc. is 4020 East Indian School Road, Phoenix, Arizona, 85018. The name and address of the statutory agent of Ugly Duckling Car Sales, Inc. is Jon Ehlinger, 4020 East Indian School Road, Phoenix, Arizona 85018.

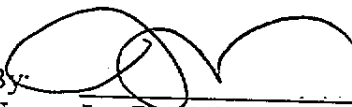
7. The Plan of Merger was adopted by the board of directors of the surviving corporation on October 19, 2001 and shareholder approval was not required.

8. The merger is permitted by the law of the state under whose law Ugly Duckling Car Sales Florida, Inc. is incorporated, and Ugly Duckling Car Sales Florida, Inc. has complied with that law in effecting the merger.

Ugly Duckling Car Sales, Inc.  
an Arizona corporation

By:   
Name: Jon D. Ehlinger  
Its: Secretary

Ugly Duckling Car Sales Florida, Inc.  
A Florida corporation

By:   
Name: Jon D. Ehlinger  
Its: Secretary

## EXHIBIT A

### PLAN OF MERGER

1. Ugly Duckling Car Sales, Inc., an Arizona corporation ("Parent") is the parent corporation and the owner of all of the outstanding shares of capital stock of Ugly Duckling Car Sales Florida, Inc., a Florida corporation ("Subsidiary"). Parent hereby merges Subsidiary into Parent pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Arizona Revised Statutes.

2. On the Effective Date (as defined below), Subsidiary will be merged with and into Parent (the "Merger") in accordance with, and with the effect provided in, the Arizona Revised Statutes; the separate existence of Subsidiary will cease; Parent will continue in existence as an Arizona corporation and will succeed to all of the rights, privileges, immunities, and properties of Subsidiary; and Parent will be responsible and liable for all of the debts, liabilities, and obligations of Subsidiary. Without limiting the foregoing, on and after the Effective Date, Parent shall possess 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 Subsidiary; and all property, real, personal, and mixed, and all and every other interest belonging to Subsidiary shall be vested in Parent and shall be thereafter as effectually the property of Parent as they were of Subsidiary, and the title to any real estate vested, by deed or otherwise, in Subsidiary shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of Subsidiary shall be preserved unimpaired; and all debts, liabilities, and duties of Subsidiary shall thenceforth attach to Parent, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it. Any action or proceeding, whether civil, criminal, or administrative, pending by or against Subsidiary may be prosecuted as if the Merger had not taken place, or Parent may be substituted as a party in such action or proceeding in place of Subsidiary.

3. The Merger is effective upon filing of the Articles of Merger with the Arizona Corporation Commission and with the Secretary of State (or other appropriate office) of the State of Florida (the "Effective Date").

4. On the Effective Date, by virtue of the Merger, the issued shares of Subsidiary shall not be converted in any manner, but each such share which is outstanding as of the Effective Date shall be surrendered and extinguished.

5. At any time before the Effective Date, the Board of Directors of Parent shall have authority to abandon the Merger and terminate this Plan of Merger, if any of the licenses, qualifications or other governmental approvals in the State of Florida or any other jurisdiction necessary for Parent to continue the business and operations of Subsidiary in said State, as conducted by Subsidiary prior to the Merger, are not obtained on terms acceptable to Parent, such abandonment and termination to be in accordance with the procedures determined by, and at the discretion of, the Board of Directors of Parent.

6. If at any time after the Effective Date, Parent deems it necessary or advisable that any further assignments or assurances in law are required to vest, perfect or confirm, of record or otherwise, in Parent, title to and possession of any property or right of Subsidiary acquired or to be acquired as a result of the Merger, Parent and its proper officers and directors shall execute and deliver any deed, assignment, or other document and take any such other action as may be required and such proper officers and directors are fully authorized in the name and on behalf of Subsidiary or otherwise to take any and all such action.

7. Parent, as the holder of all of the outstanding shares of Subsidiary, waives the mailing of a copy of the Plan of Merger to itself.

8. This Plan of Merger may be amended by action taken or authorized by the Board of Directors of Parent at any time.

9. The Board of Directors and the proper officers of Parent 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.

10. The Plan was adopted by the board of directors of Ugly Duckling Car Sales, Inc., the surviving corporation without the action of its shareholders pursuant to Section 10-1103, subsection G and that as of the date of the execution of the statement, the outstanding shares of the corporation were such as to render subsection G of Section 10-1103 applicable.

Dated:

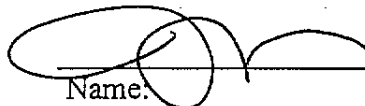
Ugly Duckling Car Sales, Inc.



\_\_\_\_\_  
Name:

Title:

Ugly Duckling Car Sales Florida, Inc.



\_\_\_\_\_  
Name:

Title:

# Exhibit B

## ARTICLES OF MERGER OF UGLY DUCKLING CAR SALES FLORIDA, INC. INTO UGLY DUCKLING CAR SALES, INC.

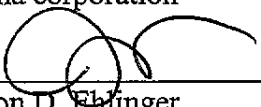
The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S. governing the merger of a domestic wholly-owned subsidiary business corporation into its foreign parent business corporation, the domestic subsidiary business corporation hereinafter named does hereby submit the following Articles of Merger.

Filed simultaneously with these articles of merger is the Plan of Merger which has been adopted by Ugly Duckling Car Sales Florida, Inc., a Florida corporation, which is the disappearing corporation, and Ugly Duckling Car Sales, Inc., an Arizona corporation, which is the surviving corporation.


1. The name of the subsidiary corporation, which is a business corporation organized under the laws of the State of Florida, is Ugly Duckling Car Sales Florida, Inc.
2. The name of the parent corporation, which is a business corporation organized under the laws of the State of Arizona, is Ugly Duckling Car Sales, Inc.
3. Ugly Duckling Car Sales, Inc. owns one hundred percent (100%) of the issued and outstanding shares of Ugly Duckling Car Sales Florida, Inc.
4. The merger shall become effective the later of December 1, 2001 or upon the issuance of a Motor Vehicle Dealer License to the surviving entity by the Florida Division of Motor Vehicles.
5. The merger shall be effected pursuant to the terms of the Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A.
6. The address of the known place of business in Arizona of Ugly Duckling Car Sales, Inc. is 4020 East Indian School Road, Phoenix, Arizona, 85018. The name and address of the statutory agent of Ugly Duckling Car Sales, Inc. is Jon Ehlinger, 4020 East Indian School Road, Phoenix, Arizona 85018.
7. The Plan of Merger was adopted by the board of directors of the surviving corporation on October 19, 2001 and shareholder approval was not required.
8. The merger is permitted by the law of the state under whose law Ugly Duckling Car Sales Florida, Inc. is incorporated, and Ugly Duckling Car Sales Florida, Inc. has complied with that law in effecting the merger.



Ugly Duckling Car Sales, Inc.  
an Arizona corporation

By:   
Name: Jon D. Ehlinger  
Its: Secretary

Ugly Duckling Car Sales Florida, Inc.  
A Florida corporation

By:   
Name: Jon D. Ehlinger  
Its: Secretary

## EXHIBIT A

### PLAN OF MERGER

1. Ugly Duckling Car Sales, Inc., an Arizona corporation ("Parent") is the parent corporation and the owner of all of the outstanding shares of capital stock of Ugly Duckling Car Sales Florida, Inc., a Florida corporation ("Subsidiary"). Parent hereby merges Subsidiary into Parent pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Arizona Revised Statutes.
2. On the Effective Date (as defined below), Subsidiary will be merged with and into Parent (the "Merger") in accordance with, and with the effect provided in, the Arizona Revised Statutes; the separate existence of Subsidiary will cease; Parent will continue in existence as an Arizona corporation and will succeed to all of the rights, privileges, immunities, and properties of Subsidiary; and Parent will be responsible and liable for all of the debts, liabilities, and obligations of Subsidiary. Without limiting the foregoing, on and after the Effective Date, Parent shall possess 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 Subsidiary; and all property, real, personal, and mixed, and all and every other interest belonging to Subsidiary shall be vested in Parent and shall be thereafter as effectually the property of Parent as they were of Subsidiary, and the title to any real estate vested, by deed or otherwise, in Subsidiary shall not revert or be in any way impaired, but all rights of creditors and all liens upon any property of Subsidiary shall be preserved unimpaired; and all debts, liabilities, and duties of Subsidiary shall thenceforth attach to Parent, and may be enforced against it to the same extent as if said debts and liabilities had been incurred by it. Any action or proceeding, whether civil, criminal, or administrative, pending by or against Subsidiary may be prosecuted as if the Merger had not taken place, or Parent may be substituted as a party in such action or proceeding in place of Subsidiary.
3. The Merger is effective on the later of December 1, 2001 or upon issuance of a Motor Vehicle Dealer License to the surviving entity by the Florida Division of Motor Vehicles (the "Effective Date").
4. On the Effective Date, by virtue of the Merger, the issued shares of Subsidiary shall not be converted in any manner, but each such share which is outstanding as of the Effective Date shall be surrendered and extinguished.
5. At any time before the Effective Date, the Board of Directors of Parent shall have authority to abandon the Merger and terminate this Plan of Merger, if any of the licenses, qualifications or other governmental approvals in the State of Florida or any other jurisdiction necessary for Parent to continue the business and operations of Subsidiary in said State, as conducted by Subsidiary prior to the Merger, are not obtained on terms acceptable to Parent, such abandonment and termination to be in accordance with the procedures determined by, and at the discretion of, the Board of Directors of Parent.

6. If at any time after the Effective Date, Parent deems it necessary or advisable that any further assignments or assurances in law are required to vest, perfect or confirm, of record or otherwise, in Parent, title to and possession of any property or right of Subsidiary acquired or to be acquired as a result of the Merger, Parent and its proper officers and directors shall execute and deliver any deed, assignment, or other document and take any such other action as may be required and such proper officers and directors are fully authorized in the name and on behalf of Subsidiary or otherwise to take any and all such action.

7. Parent, as the holder of all of the outstanding shares of Subsidiary, waives the mailing of a copy of the Plan of Merger to itself.

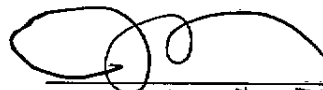
8. This Plan of Merger may be amended by action taken or authorized by the Board of Directors of Parent at any time.

9. The Board of Directors and the proper officers of Parent 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.

10. The Plan was adopted by the board of directors of Ugly Duckling Car Sales, Inc., the surviving corporation without the action of its shareholders pursuant to Section 10-1103, subsection G and that as of the date of the execution of the statement, the outstanding shares of the corporation were such as to render subsection G of Section 10-1103 applicable.

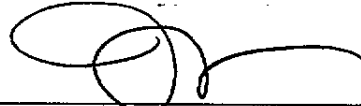
Dated:

Ugly Duckling Car Sales, Inc.



Name: Jon D. Ehlinger  
Title: Secretary

Ugly Duckling Car Sales Florida, Inc.



Name: Jon D. Ehlinger  
Title: Secretary