



F02000004097

FILED
2002 SEP 30 PM 4:21
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCOUNT NO. : 072100000032
REFERENCE : 763529 4804484
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 78.75

ORDER DATE : September 27, 2002

ORDER TIME : 12:44 PM

ORDER NO. : 763529-005

CUSTOMER NO: 4804484

CUSTOMER: Rosalie Harrison, Paralegal
Wolf Block Schorr And
25th Floor
1650 Arch Street
Philadelphia, PA 19103-2097

RECEIVED
02 SEP 30 PM 4:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF MERGER

BEACH AUTOMOTIVE INC.

700008113917--5

INTO

BEACON BEACH AUTOMOTIVE INC.

EFFECTIVE DATE
10-01-02

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

C. Coulliette SEP 30 2002

CONTACT PERSON: Sara Lea 1114

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

BEACH AUTOMOTIVE, INC., a Florida corporation, K30641

INTO

BEACON BEACH AUTOMOTIVE, INC., a Delaware entity, F02000004097

File date: September 30, 2002

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

ARTICLES OF MERGER

OF

BEACH AUTOMOTIVE INC., a Florida Corporation

AND

BEACON BEACH AUTOMOTIVE, INC., a Delaware Corporation

FILED
2002 SEP 30 PM 4:21
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 business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Beach Automotive Inc. with and into Beacon Beach Automotive, Inc.

2. The shareholders of Beach Automotive Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 27, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

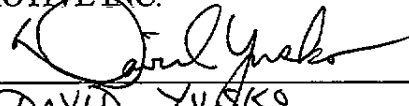
3. The merger of Beach Automotive Inc. with and into Beacon Beach Automotive, Inc. is permitted by the laws of the jurisdiction of organization of Beacon Beach Automotive, Inc. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of Beacon Beach Automotive, Inc. was September 27, 2002.

4. The effective time and date of the merger herein provided for in the State of Florida shall be 12:01 a.m. Eastern Time on October 1, 2002.

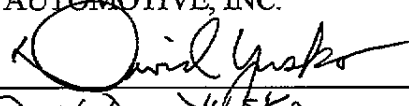
Executed on September 27, 2002.

EFFECTIVE DATE
10-01-02

BEACH AUTOMOTIVE INC.

By: 
Name: DAVID YUSKOV
Capacity: SECRETARY

BEACON BEACH AUTOMOTIVE, INC.

By: 
Name: DAVID YUSKOV
Capacity: TREASURER

PLAN OF MERGER adopted on September 27, 2002 by resolution of the Board of Directors of Beach Automotive Inc. a business corporation organized under the laws of the State of Florida, and adopted on September 27, 2002 by resolution of the Board of Directors of Beacon Beach Automotive, Inc., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are Beach Automotive Inc., a business corporation organized under the laws of the State of Florida, and Beacon Beach Automotive, Inc., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which Beach Automotive Inc. plans to merge is Beacon Beach Automotive, Inc.

1. Beach Automotive Inc. and Beacon Beach Automotive, Inc., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Beacon Beach Automotive, Inc. be merged with and into a single corporation, to wit, Beacon Beach Automotive, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Beach Automotive Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. All of the issued shares of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into an aggregate of 669,488 shares of voting Common Stock of Planet Automotive Group, Inc., a Florida corporation and the sole shareholder of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner

prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.