

F970000006932



ACCOUNT NO. : 072100000032

REFERENCE : 641440 5022577

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizzuto*

ORDER DATE : December 18, 1997

ORDER TIME : 11:04 AM

ORDER NO. : 641440-010

CUSTOMER NO: 5022577

CUSTOMER: Martha Schwarz, Legal Asst  
Montgomery Mccracken Walker &  
123 South Broad Street

Philadelphia, PA 19109

FILED STATES  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
91 DEC 30 PM 4:30

ARTICLES OF MERGER

600002377576--4

AUTOMOTIVE CONCEPTS, INC.

600002377576--4

-01/07/98-01071-011

\*\*\*\*\*35.00 \*\*\*\*\*35.00

INTO

AUTOMOTIVE CONCEPTS OF NORTH  
AMERICA, INC.

FILING 105  
R. AGENT  
CERT. COPY  
CUS  
OVERPAYMENT  
TOTAL 105

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS:

*corapmer*

*merger*  
*Sf*

RECEIVED  
9 DEC 19 PM 12:22  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 31, 1997

CSC  
Attn: Daniel Leggett  
Tallahassee, FL

SUBJECT: AUTOMOTIVE CONCEPTS OF ORLANDO, INC.  
Ref. Number: P96000064505

**RESUBMIT**  
Please give original  
with date as file date.

*Called -  
cannot because*

We have received your document for AUTOMOTIVE CONCEPTS OF ORLANDO, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

*foreign  
was not  
filed  
until  
12/30/97*

Per our phone conversation, I am returning the enclosed merger document. As the document qualifying the surviving Pennsylvania corporation in Florida was rejected today, if I file the merger it will be merging the Florida corporation into a nonqualified corporation. Please return the qualification and merger together. I can file the merger on 12/30/97, but cannot backdate the merger to 12/22/97.

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) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 897A00060988

*Qual was  
resubmitted this  
morning. IS OK TO FILE  
THX*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 22, 1997

CSC  
Attn: stephanie Stscherban  
Tallahassee, FL

SUBJECT: AUTOMOTIVE CONCEPTS OF ORLANDO, INC.  
Ref. Number: P96000064505

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for AUTOMOTIVE CONCEPTS OF ORLANDO, INC. and the authorization to debit your account in the amount of \$10.00. However, the document has not been filed and is being returned for the following:

Articles of Merger should be filed pursuant to 607.1105, Florida Statutes and should contain the date of adoption by the shareholders of each corporation (or by the board when a vote of the shareholders is not required) A merger guideline is enclosed for your convenience.

The surviving corporation is not qualified to transact business in Florida - therefore, the reference that it is a qualified foreign business corporation should be removed from 2(b).

For information purposes the registered office pursuant to Florida law is the address of the registered agent and not the principal/mailling address of the corporation.

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) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 097A00059932

RECEIVED  
97 DEC 30 PM 4:20  
DIVISION OF CORPORATIONS

12-15-97

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

AUTOMOTIVE CONCEPTS OF ORLANDO, INC., a FL corp., #P96000064505

into

**AUTOMOTIVE CONCEPTS OF NORTH AMERICA, INC.,** a Pennsylvania  
corporation F97000006932

File date: December 30, 1997

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00

Microfilm Number

Entity Number

Filed with the Department of State on

Secretary of the State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 DEC 30 PM 4:30

## ARTICLES OF MERGER-DOMESTIC BUSINESS CORPORATION

FLA.STAT. ANN. § 607.1105

In compliance with the requirements of FLA.STAT.ANN § 607.1105 (relating to articles of merger or consolidation), the undersigned business corporations, desiring to effect a merger, hereby state that:

1. The **name** of the corporation surviving the merger is: Automotive Concepts Warehouse, Inc. (to be renamed Automotive Concepts of North America, Inc.)

2. (Check and complete one of the following):

— The surviving corporation is a domestic business corporation and the (a) **address** of its current registered office in this Commonwealth or (b) **name** of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) \_\_\_\_\_  
Number and Street                      City                      State                      Zip                      County

(b) X \_\_\_\_\_  
Name of Commercial Registered Office Provider                      County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

X The surviving corporation is a qualified foreign business corporation incorporated under the laws of Pennsylvania and the (a) **address** of its current registered office in this Commonwealth or (b) **name** of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) 965 Sunshine Lane                      Altamonte Springs,                      Fla.                      32714  
Number and Street                      City                      State                      Zip                      County

(b) \_\_\_\_\_  
Name of Commercial Registered Office Provider                      County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

— The surviving corporation is a nonqualified foreign business corporation incorporated under the laws of Pennsylvania and the address of its principal office under the laws of such domiciliary jurisdiction is:

Number and Street City State Zip

3. The name and the address of the registered office in this State or name of its commercial registered office provider and the county of venue of each other domestic business corporation and qualified foreign business corporation which is a party to the plan of merger are as follows:

Charles D. Deringer, 965 Sunshine Lane Altamonte Springs, Fla. 32714  
Name of Corporation Address of Registered Office Name of Commercial  
County Registered

Office Provider

4. (Check, and if appropriate complete, one of the following):

— The plan of merger shall be effective upon filing these Articles of Merger in the Department of State.

X The plan of merger shall be effective on December 31, 1997  
11:59 P.M.

Hour Date

5. The manner in which the plan of merger was adopted by each domestic corporation is as follows:

Name of corporation Manner of adoption

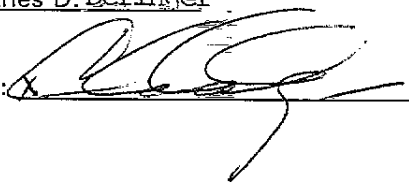
Automotive Concepts of Orlando, Inc., Adopted by action of the shareholders and the board of directors pursuant to FLA.STAT.ANN § 607.1103

6. The Plan was authorized, adopted by the shareholders and board of directors of Automotive Concepts Warehouse, Inc. pursuant to 15 PA. CS §1924(b)(2)
7. The plan of merger is set forth in full in Exhibit A attached hereto and made a part hereof.

IN TESTIMONY WHEREOF, each undersigned corporation has caused these Articles of Merger to be signed by a duly authorized officer thereof this 15th day of December, 1997.  
The date of adoption of the merger was December 15, 1997.

Automotive Concepts of Orlando, Inc.  
(Name of Corporation)

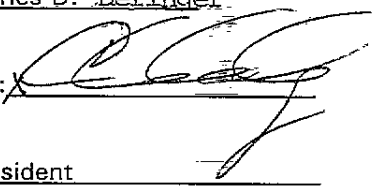
BY: Charles D. Deringer

Signature: 

Title: President

Automotive Concepts Warehouse, Inc. (to be  
renamed Automotive Concepts of  
North America, Inc.)

BY: Charles D. Deringer

Signature: 

Title: President

# EXHIBIT A



## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER dated this 15th day of December, 1997, by and between AUTOMOTIVE CONCEPTS OF ORLANDO, INC., a Florida corporation (hereinafter referred to as "ACOI"), and AUTOMOTIVE CONCEPTS WAREHOUSE, INC., a Pennsylvania corporation (hereinafter referred to as "ACWI"), ACOI and ACWI sometimes being referred to as "Constituent Corporations").

### W I T N E S S E T H

WHEREAS, ACOI is a corporation duly organized and existing under the laws of the State of Florida, having authorized capital stock of 1,000 shares of Common Stock without par value, of which 400 shares are issued and outstanding as of the date hereof, (200 of which are held by Charles D. Deringer and 200 of which are held by Thomas W. Reader, III); and

WHEREAS, ACWI is a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, having authorized capital stock of 1,000 shares of Common Stock, without par value, of which 200 shares are issued and outstanding, (100 of which are held by Charles D. Deringer and 100 of which are held by Thomas W. Reader, III); and

WHEREAS, the Boards of Directors of ACOI and ACWI have adopted resolutions declaring advisable the proposed merger (the "Merger") of ACOI with and into ACWI upon the terms and conditions hereinafter set forth; and

WHEREAS, the shareholders of ACOI and ACWI have approved the merger of ACOI with and into ACWI upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, ACOI and ACWI, in consideration of the mutual covenants, agreements and provisions herein set forth, do hereby prescribe the terms and conditions of the Merger and the mode of carrying the same into effect, and do otherwise agree, as follows:

#### ARTICLE I

##### THE MERGER

1.1 The Merger. On the Effective Date (as hereinafter defined), ACOI shall be merged with and into ACWI, which shall survive the Merger (sometimes referred to as the "Surviving Corporation"). ACWI's name shall change to AUTOMOTIVE CONCEPTS OF NORTH AMERICA, INC.

1.2 Capitalization. The number of authorized shares of the capital stock of ACWI upon the Effective Date shall be 10,000 shares of Common Stock without par value.

1.3 Articles of Incorporation and Bylaws of Surviving Corporation.

(a) The Articles of Incorporation of ACWI shall be amended as follows: ACWI's name shall be changed to AUTOMOTIVE CONCEPTS OF NORTH AMERICA, INC. and its authorized shares shall be increased to 10,000 shares without par value. Except for the

change in its name and increased authorized shares, the Articles of Incorporation of ACWI, as in effect immediately prior to the Effective Date, shall be and remain the Articles of Incorporation of the Surviving Corporation after giving effect to the Merger.

(b) Except for the change in name from AUTOMOTIVE CONCEPTS WAREHOUSE, INC. to AUTOMOTIVE CONCEPTS OF NORTH AMERICA, INC., the Bylaws of ACWI shall not be amended or affected by the Merger. Accordingly, the Bylaws of ACWI, as in effect immediately prior to the Effective Date, shall be and remain the Bylaws of the Surviving Corporation after giving effect to the Merger.

#### 1.4 Directors and Officers of Surviving Corporation.

(a) The directors of ACWI in office immediately prior to the Effective Date (Charles D. Deringer and Thomas W. Reader, III) shall be and remain in office as the directors of the Surviving Corporation after giving effect to the Merger until their successors shall have been elected and shall qualify in accordance with law and the Bylaws of the Surviving Corporation.

(b) The officers of ACWI in office immediately prior to the Effective Date (Charles D. Deringer, President and Thomas W. Reader, III, Secretary and Treasurer) shall be and remain in office as the officers of the Surviving Corporation after giving effect to the Merger until their successors shall have been elected and shall qualify in accordance with law and the Bylaws of the Surviving Corporation.

1.5 Effective Date. This Agreement and Plan of Merger and the Merger contemplated hereby shall become effective on December 31, 1997, as of the close of business (the "Effective Date")

## ARTICLE II

### CAPITAL STOCK

2.1 Capital Stock of ACWI. Each share of Common Stock of ACWI issued and outstanding immediately prior to the Effective Date (including shares held by ACWI as treasury stock) shall remain issued and outstanding and unaffected by the Merger.

2.2 Capital Stock of ACOI. Each share of Common Stock of ACOI issued and outstanding on the Effective Date shall be converted to one share of common stock of ACWI. On the Effective Date, all certificates representing shares of capital stock of ACOI shall be surrendered to ACWI for cancellation; provided, however, that the failure to do so shall have no effect upon the Merger.

## ARTICLE III

### RIGHTS, PROPERTIES AND LIABILITIES

3.1 Rights, Properties and Liabilities of Constituent Corporations. On the Effective Date, the separate existence of ACOI shall cease, and it shall be merged with and into the Surviving Corporation. The Surviving Corporation shall, from and after the Effective Date, possess and own all the rights,

privileges, powers and franchises of whatsoever nature and description, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of the Constituent Corporations; and all rights, privileges, powers and franchises of the Constituent Corporations and all property (real, personal and mixed), patents, trademarks, goodwill, licenses, registrations, permits and other assets of every kind and description, and all debts due to the Constituent Corporations on whatever account as well for stock subscriptions as all other things in action or belonging to each of the Constituent Corporations shall be vested in and devolve upon ACWI without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective Constituent Corporations and the title to any real estate vested by deed or otherwise in the Constituent Corporations shall not revert to any other person or entity or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any claim existing or action or proceeding,

whether civil, criminal or administrative, pending by or against either of the Constituent Corporations may be prosecuted to judgment or decree as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding.

3.2 Further Assurances. ACOI agrees that at any time, and from time to time, as and when requested by the Surviving Corporation, or by its successors and assignees, it will execute and deliver, or cause to be executed and delivered in its name by its last acting officers, or by the corresponding officers of the Surviving Corporation, all such conveyances, assignments, transfers, deeds or other instruments, and will take or cause to be taken such further or other action as the Surviving Corporation, its successors and assigns may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property, right, privilege, or franchise, or to vest or perfect in or confirm to the Surviving Corporation, its successors and assignees, title to and possession of all of the property, rights, privileges, powers, immunities, franchises and interests of ACOI referred, or intended to be referred, to in this Article III, and otherwise to carry out the intent and purposes hereof and of the Merger. The officers and directors of the Surviving Corporation are fully authorized in the name of the Merged Corporation to take any and all such actions and execute

and deliver any and all such documents and writings as such officers deem appropriate.

#### ARTICLE IV

##### MISCELLANEOUS

4.1 Counterparts. This Agreement and Plan of Merger may be executed in any number of counterparts or may be, where the same are not required, certified or otherwise delivered without the testimonium clause and signature; each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one and the same instrument.

4.2 Tax-Free Reorganization. It is the intention of the parties hereto that the Merger qualify as a transaction under Section 368(a)(1)(A) of the Internal Revenue Code.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, have caused these presents to be executed by their duly authorized officers as the respective act, deed and agreement of said parties as of the date first written above.

AUTOMOTIVE CONCEPTS OF ORLANDO, INC.

By: 

Name: Charles D. Deringer  
Title: President

[Corporate Seal]

Attest: 

By:

Name: Thomas W. Reader, III  
Title: Secretary

AUTOMOTIVE CONCEPTS WAREHOUSE, INC.

By: 

Name: Charles D. Deringer  
Title: President

[Corporate Seal]

Attest: 

By:

Name: Thomas W. Reader, III  
Title: Secretary