

MAY: 31. 2007

H 12920

NO. 122

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

4

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000145902 3)))



H070001459023ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 MAY 31 PM 3:43

FILED

Cindy Haxel

MERGER OR SHARE EXCHANGE

GREATER ORLANDO AUTO AUCTION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

Marger

6-1-07 Dr

ARTICLES OF MERGER
OF
ORLANDO ORANGE COUNTY AUTO AUCTION, INC.
INTO
GREATER ORLANDO AUTO AUCTION, INC.

FILED
07 MAY 31 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

As of this 30th day of May 2007, pursuant to Section 607.1105 of the Florida Statutes, Orlando Orange County Auto Auction, Inc., a Florida corporation (the "Surviving Corporation"), and Greater Orlando Auto Auction, Inc., a Florida corporation (the "Disappearing Corporation"), do hereby certify as follows:

FIRST: The name of the Surviving Corporation is Greater Orlando Auto Auction, Inc., a Florida corporation.

SECOND: The name of the Disappearing Corporation is Orlando Orange County Auto Auction, Inc., a Florida corporation.

THIRD: The name of the parent corporation of the both the Surviving Corporation and the Disappearing Corporation is Manheim Investments, Inc., a Nevada corporation (the "Parent Corporation").

FOURTH: The merger shall be effected through an Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan").

FIFTH: The merger shall be effective at 11:59 p.m. on May 31, 2007 (the "Effective Date").

SIXTH: The Plan was duly approved and adopted by unanimous written consent of the Board of Directors of the Surviving Corporation on May 29, 2007 and shareholder approval was not required.

SEVENTH: The Plan was duly approved and adopted by unanimous written consent of the Board of Directors of the Disappearing Corporation on May 29, 2007 and shareholder approval was not required.

EIGHTH: The Plan was duly approved and adopted by unanimous written consent of the Board of Directors of the parent corporation on May 29, 2007 and shareholder approval was not required.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties has caused these Articles of Merger to be executed on its behalf by its duly authorized officer, as of the date first written above.

GREATER ORLANDO AUTO
AUCTION, INC.

By: 

Name: Andrew A. Merdek
Title: Secretary

ORLANDO ORANGE COUNTY
AUTO AUCTION, INC.

By: 

Name: Andrew A. Merdek
Title: Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is dated May 29, 2007 by and between Greater Orlando Auto Auction, Inc., a Florida corporation located at 6205 Peachtree Dunwoody Road, Atlanta, Georgia 30328 ("Greater Orlando"), and Orlando Orange County Auto Auction, Inc., a Florida corporation located at 16205 Peachtree Dunwoody Road, Atlanta, Georgia 30328 ("Orange County"). Pursuant to Section 607.1104 of the Florida Statutes, the parties agree that Orange County shall merge with and into Greater Orlando (the "Merger") according to the terms set forth below:

FIRST: The name of the parent corporation owning all of the issued and outstanding shares of capital stock of the Greater Orlando and Orange County is Manheim Investments, Inc., a Nevada corporation ("Manheim").

SECOND: The name of the surviving corporation is Greater Orlando Auto Auction, Inc. (as such, the "Surviving Corporation"). The name of the disappearing corporation is Orlando Orange County Auto Auction, Inc.

SECOND: The Merger shall be effective at 11:59 p.m. on May 31, 2007 (the "Effective Date"). Upon the Merger, the corporate existence of Greater Orlando, with all its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and the corporate identity and existence of Orange County, with all its purposes, powers and objects, shall be merged with and into Greater Orlando, and Greater Orlando, as the Surviving Corporation, shall be fully vested therewith. The separate existence and corporate organization of Orange County shall cease as of the Effective Date.

THIRD: As of the Effective Date, the issued and outstanding shares of the capital stock of Greater Orlando and Orange County shall become and be converted into shares of stock of the Surviving Corporation or be canceled as follows: (A) the certificate(s) representing the 100 shares of Greater Orlando stock outstanding and presently owned by Manheim immediately prior to the Effective Date shall, by virtue of the Merger and without any action by Manheim, be and become the certificate(s) representing the 100 shares of the Surviving Corporation; and (B) the certificate(s) representing the 1,000 shares of Orange County stock outstanding and presently owned by Manheim shall be canceled. At and after the Effective Date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers, and purposes, of each of Greater Orlando and Orange County, all the property, real and personal, shall vest in the Surviving Corporation without further act or deed, and the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of Greater Orlando and Orange County.

FOURTH: As of the Effective Date, the Certificate of Incorporation and the Bylaws of the Surviving Corporation shall be in the form of the existing Certificate of Incorporation and Bylaws of Greater Orlando.

FIFTH: Shareholders of the subsidiary corporations, who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

SIXTH: This instrument may be executed in counterparts, all of which taken together shall constitute a single instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized officer as of the day and year first written above.

GREATER ORLANDO AUTO AUCTION, INC.

By: 

Andrew A. Merdek
Secretary

ORLANDO ORANGE COUNTY AUTO
AUCTION, INC.

By: 

Andrew A. Merdek
Secretary