

L00000009836

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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.

((H00000044356 4)))

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) 922-4000

From: Account Name : GREENSPOON MARDER HIRSCHFELD RAKKIN ROSS & BERGER,
Account Number : 076064003722
Phone : (954) 491-1120
Fax Number : (954) 771-9264

**MERGER OR SHARE EXCHANGE
AUTOMOTIVE RISK MANAGEMENT, L.L.C.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$87.50

RECEIVED
00 AUG 23 AM 10:49
DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 23 PM 1:35

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF MERGER
Merger Sheet

MERGING:

AUTOMOTIVE RISK MANAGEMENT, INC., A FLORIDA CORP.

into

AUTOMOTIVE RISK MANAGEMENT, L.L.C., a Florida entity L00000009836

File date: August 23, 2000

Corporate Specialist: Gretchen Harvey

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

Automotive Risk Management, Inc., a Florida corporation
1608 Town Center Boulevard, #B
Weston, Florida 33325

Florida Document/Registration Number: P98000075194

FEI Number: 65-0899790

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Automotive Risk Management, L.L.C., a Florida limited liability company
1608 Town Center Boulevard, #B
Weston, Florida 33325

Florida Document/Registration Number: L00000009836

FEI Number: (applied for)

THIRD: The attached Plan of Merger meets the requirements of sections 607.1108 and 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the by-laws, regulations, articles of incorporation or articles of organization of any corporation or limited liability company that is a party to the merger.

FIFTH: The merger shall become effective as of the date of the Articles of Merger are filed with the Florida Department of State.

00 AUG 23 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FL 32301

FILED

AUG. 23. 2000 9:31AM

NO. 755 P. 3/6

Audit No. H00000044356

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction, Florida.

AUTOMOTIVE RISK MANAGEMENT, INC.

By: *Donald Smiley*
Donald Smiley, President

AUTOMOTIVE RISK MANAGEMENT, L.L.C.

By: *Donald Smiley*
Donald Smiley, Manager/Member

G:\GM8857\0003\ARM\ArtofMerger1.vsp

FILED
00 AUG 23 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H00000044356

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with sections 607.1108 and 608.4381 is being submitted in accordance with sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging party is as follows:

Automotive Risk Management, Inc., a Florida corporation

SECOND: The exact name and jurisdiction of the surviving party is as follows:

Automotive Risk Management, L.L.C., a Florida limited liability company

THIRD: The terms and conditions of the merger are as follows:

Automotive Risk Management, Inc., a Florida corporation, shall be merged with and into Automotive Risk Management, L.L.C., a Florida limited liability company, to exist and be governed by the laws of the State of Florida.

The name of the surviving entity shall be Automotive Risk Management, L.L.C.

When this Plan of Merger shall become effective, the separate corporate existence of Automotive Risk Management, Inc., a Florida corporation, shall cease, and the surviving entity shall succeed to all of the rights and property of Automotive Risk Management, Inc., and shall be subject to all of the debts and liabilities of Automotive Risk Management, Inc. in the same manner as if the surviving entity had itself incurred them. All rights of creditors and liens on the property of Automotive Risk Management, Inc. shall be preserved and unimpaired.

The surviving entity will carry on business with the assets of Automotive Risk Management, Inc., as well as with the assets of the surviving entity.

The Shareholders of Automotive Risk Management, Inc. will surrender all of their shares in the manner hereinafter set forth.

In exchange for shares of Automotive Risk Management, Inc. surrendered by its Shareholders, the surviving entity will issue and transfer to the Shareholders of Automotive Risk Management, Inc., on the basis set forth in Article 4 below, Membership Share Certificates.

The purpose of this surviving entity shall be to conduct any and all lawful activities permitted under law.

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of the merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

For each share of Common Stock owned by a Stockholder of the merging entity (i.e., Automotive Risk Management, Inc.), said Stockholder shall receive one (1) Membership Share in the surviving entity (i.e., Automotive Risk Management, L.L.C.). Management of the surviving entity shall facilitate and affect the aforementioned exchange. Each Stockholder of the merging entity shall be sent a letter requesting that he or she present his or her Stock Certificate to the surviving entity in exchange for a Membership Share Certificate of equal value in the surviving entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no stock options or other rights to acquire interests, shares or other securities of the merged party, so there is no need to provide for their conversion.

- FIFTH:** The names and addresses of the managers of the surviving entity are as follows:

Donald Smiley	1608 Town Center Boulevard, #B Weston, Florida 33325
Gus Machado	1608 Town Center Boulevard, #B Weston, Florida 33325
Ronald Fraser	1608 Town Center Boulevard, #B Weston, Florida 33325
William Kelly	1608 Town Center Boulevard, #B Weston, Florida 33325
Patrick Clawson	1608 Town Center Boulevard, #B Weston, Florida 33325

FILED
00 AUG 23 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG. 23. 2000 9:32AM

NO. 755 P. 6/6

Audit No. H00000044356

SIXTH: The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

AUTOMOTIVE RISK MANAGEMENT,
INC., a Florida corporation

By: 

AUTOMOTIVE RISK MANAGEMENT,
L.L.C., a Florida limited liability company

By: 

G:\GM8657\0003\ARMPlan\Merger1.wpd

FILED
00 AUG 23 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No. H00000044356