

Division of Corporations

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Florida Department of State

Division of Corporations

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DIVISION OF CORPORATION

MERGER OR SHARE EXCHANGE

CENTURY AUTOMOTIVE CO., LLC

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
CENTURY AUTOMOTIVE CO., INC.
a Florida corporation
INTO
CENTURY AUTOMOTIVE CO., LLC,
a Florida limited liability company

P03000071674

EFFECTIVE DATE
9-1-03

L02000004514

Pursuant to Florida Statutes Sections 607.1109 and 608.4382 entitled "Articles of Merger", the undersigned entities adopt the following Articles of Merger:

FIRST: Century Automotive Co., Inc., a Florida corporation (the "Merged Corporation"), whose principal business address is 4400 North Dale Mabry, Tampa, Florida 33614. The Merged Corporation's Florida document number is P03000071674 and its Federal Employer Identification Number is 20-0061976.

SECOND: Century Automotive Co., LLC, a Florida limited liability company (the "Surviving Company"), whose principal business address is 4400 North Dale Mabry, Tampa, Florida 33614. The Surviving Company's Florida document number is L02000004514 and its Federal Employer Identification Number is 01-0613803.

THIRD: The Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit "A" was adopted by the Board of Directors and sole voting shareholder of the Merged Corporation as of August 29, 2003. The Plan of Merger was adopted by the Managing Member of the Surviving Company as of August 29, 2003.

FOURTH: The Effective Date and Time of these Articles of Merger shall be September 1, 2003 in accordance with Florida Statutes Chapter 607 and 608 (the "Effective Date").

FIFTH: At the Effective Date the following actions will occur in accordance with the Plan of Merger:

- a. The Merged Corporation shall be merged with and into the Surviving Company.

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**ARTICLES OF MERGER OF
CENTURY AUTOMOTIVE CO., INC. INTO
CENTURY AUTOMOTIVE CO., LLC**
Page 2 of 2

b. The Articles of Organization of the Surviving Company as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Organization of the Surviving Company until altered or amended provided therein or by law.

c. The currently issued and outstanding membership units of the Surviving Company owned by its members immediately prior to the Merger shall remain as the issued and outstanding units of membership of the Surviving Company after the Merger.

d. All shares of common stock, both voting and non-voting, of the Merged Company issued and outstanding immediately prior to the Effective Date shall be canceled and extinguished.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 29th day of August, 2003.

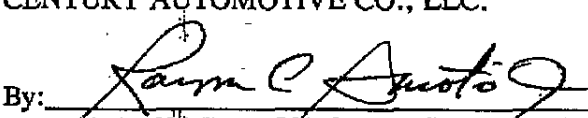
MERGED CORPORATION:

CENTURY AUTOMOTIVE CO., INC.

By: 
RALPH C. GHIOTO, JR.
President

SURVIVING COMPANY:

CENTURY AUTOMOTIVE CO., LLC.

By: 
RALPH C. GHIOTO, JR., Sole Managing Member
and President

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Exhibit "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 29th day of August, 2003, by and between CENTURY AUTOMOTIVE CO., INC., a Florida corporation (the "Merged Corporation") and CENTURY AUTOMOTIVE CO., LLC, a Florida corporation (the "Surviving Company").

WITNESSETH:

WHEREAS, the Merged Corporation was organized in the State of Florida on July 2, 2003, and has an authorized capital stock of ONE HUNDRED THOUSAND (100,000) shares of ONE CENT (\$.01) par value per share common stock of which ONE THOUSAND (1,000) shares are designated as voting and NINETY-NINE THOUSAND (99,000) shares are designated as non-voting and of which ONE THOUSAND (1,000) shares of voting shares are outstanding and of which subscription rights for NINETY-NINE THOUSAND (99,000) shares of non-voting shares are outstanding;

WHEREAS, the Surviving Company was organized in the State of Florida on February 25, 2002, of which ONE HUNDRED THOUSAND (100,000) membership units are currently issued and outstanding, of which ONE THOUSAND (1,000) are managing member units;

WHEREAS, the Board of Directors and the sole voting shareholder of the Merged Corporation deem it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Company pursuant to Florida Statutes Sections 607.1108 and 608.438. The Managing Member of the Surviving Company deems it advisable that the Surviving Company shall be the surviving limited liability company and its limited liability existence as a continuing limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and 608, the Merged Corporation shall be and hereby is merged with and into the Surviving Company, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of dealing with the shareholder ownership interest of the Merged Corporation shall be as hereinafter set forth.

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AGREEMENT AND PLAN OF MERGER

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**ARTICLE I
CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Company shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Company and shall be thereafter as effectively the property of the Surviving Company as they were the property of the Merged Corporation, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Company shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

**ARTICLE II
ARTICLES OF ORGANIZATION OF SURVIVING COMPANY**

The Articles of Organization of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Organization of the Surviving Company until the same shall be altered, amended or repealed.

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AGREEMENT AND PLAN OF MERGER

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**ARTICLE III
OPERATING AGREEMENT OF SURVIVING COMPANY**

The Operating Agreement of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed.

**ARTICLE IV
MANAGING MEMBER, OFFICERS AND
MEMBERS OF SURVIVING COMPANY**

The Managing Member, officers and members of the Surviving Company in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the Managing Member, officers and members of the Surviving Company until their successors are elected and qualified or the members transfer their ownership in the Surviving Company. The Managing Member's name is Ralph C. Ghioto, Jr. and his address is 4400 North Dale Mabry, Tampa, Florida 33614.

**ARTICLE V
MANNER OF CONVERTING SHARES**

The currently issued and outstanding membership units of the Surviving Company immediately prior to the Merger shall remain as the issued and outstanding membership units of the Surviving Company after the Merger. All ownership interests in the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be canceled and extinguished. Therefore, upon the Merger, all subscribers to Non-Voting Common Stock of the Merged Corporation (99,000 shares) shall continue as Non-Managing Members (99,000 units) of the Surviving Company and the owner of all the Voting Common Stock of the Merged Corporation (1,000 shares) shall continue as the Managing Member (1,000 units) of the Surviving Company.

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