

Division of Corporations

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**L030000016454**

Florida Department of State  
Division of Corporations  
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From:  
Account Name : BARNETT, BOLT, KIRKWOOD & LONG  
Account Number : 072731001155  
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DIVISION OF CORPORATIONS

Effective Date -  
6-4-03

**MERGER OR SHARE EXCHANGE****HAINES CITY PARTNERS, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	03
Estimated Charge	\$96.25

\$115.00

6-4-03

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## ARTICLES OF MERGER

MERGING MICHAEL COOLEY CHEVROLET, INC.,

INTO HAINES CITY PARTNERS, LLC

Pursuant to Sections 607.1109 and 608.4382 of the Florida Statutes, Haines City Partners, LLC, a Florida limited liability company, hereby delivers these Articles of Merger for the purpose of merging Michael Cooley Chevrolet, Inc., into Haines City Partners, LLC, a Florida limited liability company (the "Merger").

1. A copy of the Plan of Merger is (the "Plan") is attached as Exhibit A to these Articles of Merger.

2. The Plan was approved by Michael Cooley Chevrolet, Inc., in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

3. The Plan was approved by Haines City Partners, LLC, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

4. This merger shall become effective upon the later of June 4, 2003 and the filing of these Articles of Merger with the Florida Department of State.

*[Signatures begin on the following page.]*

Effective Date  
6-4-03

03 JUN -3 AM 8:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

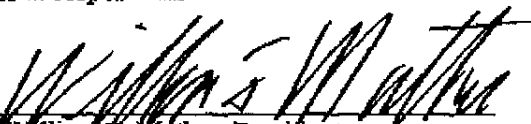
APPROVED  
AND  
FILED

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IN WITNESS WHEREOF, the constituent corporations have executed these Articles of  
Merger this 3rd day of June, 2003.

MICHAEL COOLEY CHEVROLET, INC., a  
Florida corporation

By:

  
William F. Mather, President

HAINES CITY PARTNERS, LLC, a Florida  
limited liability company

By:

  
William F. Mather, President

APPROVED  
AND  
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03 JUN -3 AM 8:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## Exhibit A

## PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by MICHAEL COOLEY CHEVROLET, INC., a Florida corporation, and HAINES CITY PARTNERS, LLC, a Florida limited liability company, for the purpose of merging Michael Cooley Chevrolet, Inc., into Haines City Partners, LLC, in accordance with the provisions of Sections 607.1108 and 608.438 of the Florida Statutes. Haines City Partners, LLC, is sometimes referred to herein as the "Surviving Entity".

1. Merger. Michael Cooley Chevrolet, Inc., will be merged with and into Haines City Partners, LLC, pursuant to and in accordance with Sections 607.1108 and 608.438 of the Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of Michael Cooley Chevrolet, Inc., will cease, and Haines City Partners, LLC, as the Surviving Entity, will be fully vested in the rights, privileges and assets of Michael Cooley Chevrolet, Inc., and will be responsible for the debts, liabilities and obligations of Michael Cooley Chevrolet, Inc.

2. Treatment of Ownership Interests. Each membership interest in Haines City Partners, LLC, issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each share of stock of Michael Cooley Chevrolet, Inc., issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.

3. Management of Surviving Entity. Management of the Surviving Entity shall be vested in its members. The name and business address of the sole member of the Surviving Entity is Lott-Mather Enterprises, Inc., 2900 Jim Redman Parkway, Plant City, Florida 33556.

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