

Nov-25-03 11:12A

P.01

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FROM HOLLAND & KNIGHT TAMPA

(TUE) 11. 25. 03 14: 38 / (T. 14. 07 / NO. 1260953197 P 1

Florida Department of State
Division of Corporations
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*Resubmission
attention Trevor Brunbley*

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MERGER OR SHARE EXCHANGE

SIGNATURE SOUND, LLC

03 NOV 25 PM 1:13
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FROM HOLLAND & KNIGHT TAMPA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 24, 2003

SIGNATURE SOUND, LLC
707 SOUTH WASHINGTON BLVD.
SARASOTA, FL 34236

SUBJECT: SIGNATURE SOUND, LLC
REF: 103000032054

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Pursuant to section 608.438(3)(a), F.S., the plan of merger must provide the name(s) and address(es) of the manager(s) or managing member(s).

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) 245-6025.

Trevor Brumley
Document Specialist

FAX Aud. #: H03000322316
Letter Number: 103A00063697

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FROM HOLLAND & KNIGHT TAMPA

(TUE) 11. 25' 03 14:08/ST. 14:07/NO. 4260953197 P 2

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**ARTICLES OF MERGER
BETWEEN SARASOTA 500, INC. AND SIGNATURE SOUND, LLC**

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Pursuant to Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, Sarasota 500, Inc., a Florida corporation (the "Merging Company") and Signature Sound, LLC, a Florida limited liability company (the "Surviving Company"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Company into the Surviving Company, which will be the surviving entity (the "Merger").

ARTICLE I

The Plan of Merger, dated November 21, 2003, effecting the Merger of the Merging Company with and into the Surviving Company is attached hereto and made a part of these Articles of Merger as Exhibit "A" (the "Plan of Merger").

ARTICLE II

The effective date of the Merger shall be upon the filing of these Articles of Merger with the Secretary of the State of Florida.

ARTICLE III

The Plan of Merger was approved and adopted by the Merging Company by the unanimous written consent of its board of directors on November 21, 2003 and by the unanimous written consent of its shareholders on November 21, 2003. The Plan of Merger was approved by the Merging Company in accordance with the applicable provisions of Chapter 607, Florida Statutes. The Plan of Merger was approved and adopted by the Surviving Company by written action of its sole member on November 21, 2003. The Plan of Merger was approved by the Surviving Company in accordance with the applicable provisions of Chapter 608, Florida Statutes.

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TAMPA, FLORIDA

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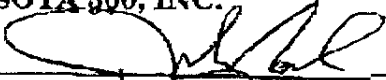
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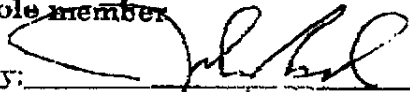
IN WITNESS WHEREOF, the undersigned have executed this document as of
the 21st day of November, 2003.

SARASOTA 500, INC.

By: 
Name: John Tosch
Title: V.P.

SIGNATURE SOUND, LLC

By: **Buchanan Automotive Holdings, Inc.,**
sole member

By: 
Name: John Tosch
Title: Vice President

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**Exhibit A
PLAN OF MERGER
BETWEEN SARASOTA 500, INC.
AND SIGNATURE SOUND, LLC**

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, Florida Statutes, is being submitted in accordance with sections 607.1109 and 608.4382, Florida Statutes:

- (a) The names of the entities planning to merge are:
 - i) The name of the survivor is Signature Sound, LLC, a Florida limited liability company (the "Survivor"), and
 - ii) The name of the merging company is Sarasota 500, Inc., a Florida corporation (the "Merging Company").

(b) The effective time and date of the merger (the "Effective Date") shall be upon filing Articles of Merger with the State of Florida.

(c) The name and address of the managing member is as follows.

Buchanan Automotive Holdings, Inc.,
707 S. Washington Boulevard,
Sarasota, FL 34236

(d) The general terms and conditions of the merger are as follows:

On the Effective Date, the separate existence of the Merging Company shall cease and the Survivor shall ultimately succeed, without other transfer, to all rights, privileges, immunities, powers, franchises, authority, and real and personal property of the Merging Company. The Survivor shall thereafter be responsible and liable for all obligations of the Merging Company, and neither the rights of the creditors nor any liens on the property of the Merging Company shall be impaired by the merger.

(e) On the Effective Date, Article I of the Articles of Organization shall be amended and restated as follows:

The name of the limited liability company shall be Sarasota 500, LLC.

(f) The manner and basis of converting the interests of each entity shall be as follows:

On the Effective Date, by virtue of the merger, the membership interest of the Survivor that was issued and outstanding immediately prior to the

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merger shall remain issued and outstanding and the stock of the Merging Company shall be cancelled and retired and shall cease to be issued, without payment of any consideration therefore and shall cease to exist.

(g) The Board of Directors of the Merging Company and the sole Member of the Survivor may amend this Plan of Merger at any time prior to the filing of the Articles of Merger.

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