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(Requestor's Name)

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(Business Entity Name)

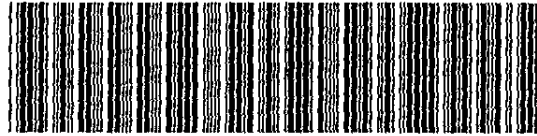
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ESTATE PLANNING AND LEGACY LAW CENTER, PLC

Peace of Mind For You - Through Planning

Charles D. Wilder, Esq.
*Board Certified in Wills,
Trusts & Estates*

1131 Symonds Avenue
Winter Park, FL 32789

Legal Assistants:
Vickie L. Parker

Hallie L. Zobel, Esq.
Attorney at Law

Telephone 407-644-2216
Facsimile 407-644-2194
www.wilder-law.com
Email: info@wilder-law.com

Funding Coordinator:
Kim B. Tupper

Client Services Coordinator:
Silvia C. Mickle

Administrative Assistant:
Andrea C. Garcia-Contreras

January 3, 2005

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Riker's Automotive and Tire II, LLC

Dear Sir or Madam:

Enclosed please find the Articles of Merger for the above referenced entity for filing with the Secretary of State. Also enclosed is our firm check in the amount of \$60.00.

If you have any questions regarding this matter, please do not hesitate to contact the undersigned at 407-644-2216

Sincerely,



Andrea Garcia-Contreras
Administrative Assistant to
CHARLES D. WILDER, ESQ.

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Enclosures

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109 and 608.4382, Florida Statutes (2003).

ARTICLE I

The exact name, street address of its principal office for each merging party are as follows:

- (1) RIKER'S AUTOMOTIVE & TIRE, INC.
5700 Central Florida Parkway
Orlando, FL 32821
Florida Document Number P95000079417
- (2) RIKER'S AUTOMOTIVE AND TIRE II, LLC
5700 Central Florida Parkway
Orlando, FL 32821
Florida Document Number L04000093498

ARTICLE II

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

RIKER'S AUTOMOTIVE AND TIRE II, LLC
5700 Central Florida Parkway
Orlando, FL 32821
A Florida limited liability company

ARTICLE III

The attached Plan of Merger meets the requirements of section(s) 607.1108 and 608.438, Florida Statutes (2003), and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter(s) 607 and 608, 620, Florida Statutes (2003).

ARTICLE IV

If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5) and 608.4381(2), Florida Statutes(2003).

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ARTICLE V

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

ARTICLE VI

The merger shall become effective on January 4, 2005.

ARTICLE VII

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

Witnesses:

Charles Switzer
ASL

RIKER'S AUTOMOTIVE & TIRE, INC:

By: V. Brent Riker
V. BRENT RIKER, President

Charles Switzer
ASL

RIKER'S AUTOMOTIVE AND TIRE II, LLC:

By: V. Brent Riker
V. BRENT RIKER, Manager

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107 and 608.4381, is being submitted in accordance with section(s) 607.1108 and 608.438, Florida Statutes (2003).

ARTICLE I

The exact name, street address of its principal office for each merging party are as follows:

- (1) RIKER'S AUTOMOTIVE & TIRE, INC.
5700 Central Florida Parkway
Orlando, FL 32821
Florida Document Number P95000079417
- (2) RIKER'S AUTOMOTIVE AND TIRE II, LLC
5700 Central Florida Parkway
Orlando, FL 32821
Florida Document Number L04000093498

ARTICLE II

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

- (1) RIKER'S AUTOMOTIVE AND TIRE II, LLC
5700 Central Florida Parkway
Orlando, FL 32821
- (2) Florida
- (3) A limited liability company

ARTICLE III

The terms and conditions of the merger are as follows:

- (1) All assets are to be transferred to Riker's Automotive and Tire II, LLC, including but not limited to, all furniture fixtures and equipment; all files and accounts receivable thereon; and all financial assets, specifically including the Bank Operating Account.
- (2) All obligations and liabilities are assumed by Riker's Automotive and Tire II, LLC, including but not limited to, payroll, accounts payable, and loans.

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ARTICLE IV

The manner and basis of converting the interests, shares, obligations or other securities of each 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:

The sole shareholder of Riker's Automotive & Tire, Inc. is assigning his interest in that corporation to Riker's Automotive and Tire II, LLC of which he is the sole member, and therefore will be the only member of the surviving entity.

ARTICLE V

A limited liability company is the surviving entity and the name(s) and address(es) of the manager(s) are as follows:

RIKER'S AUTOMOTIVE AND TIRE II, LLC

V. BRENT RIKER, Manager
5700 Central Florida Parkway
Orlando, FL 32821

ARTICLE VI

All statements that are required by the laws of the jurisdiction(s) under which each Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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

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**BOARD OF DIRECTORS AND SHAREHOLDERS
ACTION BY CONSENT**

RIKER'S AUTOMOTIVE & TIRE, INC.

The undersigned, being all of the members of the Board of Directors of RIKER'S AUTOMOTIVE & TIRE, Inc. ("Corporation"), hereby consent to the following action by the Board of Directors of the Corporation and instructed the Secretary of the Corporation to enter this Certificate in the minutes of the proceedings of the Board:

1. The Directors hereby waive all notice of a special meeting as may be required by the Bylaws and Florida law.

2. The Shareholders and Directors hereby acknowledge that there have been no annual minutes of the Shareholders and Board of Directors in some time and that this action is in part to update the records and governing documents of the Corporation. In connection therewith, the Shareholders and Directors ratify and adopt all past actions of the Directors and Officers of the corporation since inception.

3. The Shareholders hereby elect the following individuals to the Board of Directors to serve until the next annual meeting of the Shareholders or until their successors have been duly elected and qualified:

V. BRENT RIKER

4. The Directors hereby elect the following individuals to the offices indicated to serve until the next annual meeting of the Board of Directors or until their successors have been duly elected and qualified:

V. BRENT RIKER - President

V. BRENT RIKER - Secretary/Treasurer

5. The Directors adopt the Plan of Merger in the form attached hereto and authorize the Officers of the corporation to sign any and all documents necessary to effectuate the merger into Riker's Automotive and Tire II, LLC.

6. The Shareholders consent to the Plan of Merger in the form attached hereto and agree to assign their stock in the Corporation to Riker's Automotive and Tire II, LLC in exchange for member interests therein.

Execution of this Certificate by the undersigned, being all of the Shareholders and members of the Board of Directors, pursuant to Sections 607.0704 and 607.0821 of the Florida Statutes and the subsequent insertion of this Certificate in the minute book of the Corporation, prior to the taking

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of the action authorized by this Certificate, waives any requirement of the formal meeting of the Shareholders or Board to conduct the business referred to herein.

Dated this 30th day of December, 2004.


V. BRENT RIKER, Director and Shareholder

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**MEMBERS ACTION BY CONSENT
IN LIEU OF MEETING OF MEMBERS
ORGANIZATIONAL ACTION
RIKER'S AUTOMOTIVE AND TIRE II, LLC**

The undersigned, being the sole member of Riker's Automotive and Tire II, LLC, a Florida limited liability company (the "Company"), acting pursuant to Section 608.4231 of the Florida Statutes, hereby consents to and takes the following action:

1. ARTICLES OF ORGANIZATION

RESOLVED, that the Articles of Organization of the Company are hereby ratified and approved and the Manager is instructed to insert a copy of such Articles of Organization in the minute book of the Company.

2. OPERATING AGREEMENT

RESOLVED, that the form of Operating Agreement (the "Operating Agreement"), is hereby approved and adopted by the Member, and the Manager of the Company is instructed to insert a copy of the same in the minute book of the Company immediately following the Articles of Organization.

3. MANAGERS

It is hereby acknowledged that the Manager of the Company consist of the following individual/entity that was designated as initial Manager of the Company in the Company's Articles of Organization and the Operating Agreement:

Name
V. BRENT RIKER

RESOLVED, that the Company shall be managed by one (1) Manager unless and until such number of Managers are changed in accordance with the Company's Operating Agreement.

FURTHER RESOLVED, that the above named Manager shall serve until his resignation, disqualification, or removal pursuant to the Operating Agreement of the Company.

4. CORPORATE SEAL

RESOLVED, that a seal consisting of two concentric circles with the words "Riker's Automotive and Tire II, LLC" between the circles and "Limited Liability Company Seal 2005 Florida" in the center is hereby adopted as the official seal of the Company and the Manager is instructed to insert a certificate with the seal impressed thereon in the minute book of the Company.

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5. COMPANY RECORD BOOK

RESOLVED, that the record book presented to the Member is approved and adopted, and the Manager is hereby directed to insert in it the Articles of Organization, the Operating Agreement and related documents; and

FURTHER, RESOLVED, that the Manager is instructed to authenticate the record book, to retain custody of it, and to insert in it the minutes of all proceedings of the Members, Manager, and any committee established by the Manager, and to keep records pertaining to the issuance and transfer of Membership Interest.

6. BANK ACCOUNTS

RESOLVED, that the Manager of the Company is hereby authorized, without further action by the Members, to open on behalf of the Company such corporate bank accounts as the Manager deems necessary and appropriate (including accounts for the borrowing of funds) with any financial institution it deems suitable, subject to the limits as set forth in the Operating Agreement, and the Manager of the Company is hereby authorized to execute and deliver to such financial institution a resolution, in form satisfactory to the Manager and such financial institution, and the Manager is instructed to place a copy thereof in the record book of the Company.

7. FISCAL YEAR

RESOLVED, that the Company adopts a fiscal year ending on December 31.

8. ORGANIZATIONAL EXPENSES

RESOLVED, that the Manager of the Company is hereby authorized and directed to pay all fees and expenses incurred prior to the filing of the Company's Articles of Organization with the Secretary of State of the State of Florida, including but not limited to legal fees, filing fees and costs incurred in connection with the incorporation of the Company.

9. APPROVAL OF PLAN OF MERGER

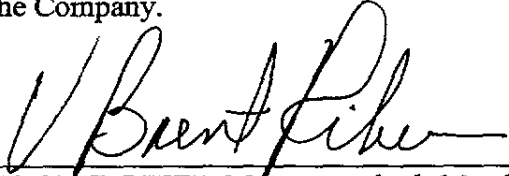
RESOLVED, that the Members adopt the Plan of Merger in the form attached hereto, and instructs the Manager to sign any and all documents necessary to effectuate the merger of Riker's Automotive & Tire, Inc. ("Corporation") into Riker's Automotive and Tire II, LLC.

10. RATIFICATION AND AUTHORIZATION OF PRIOR ACTIONS

RESOLVED, that all actions heretofore taken in good faith by the Company's authorized representatives and the initial member in connection with the organization and purpose of the Company shall be, and they hereby are, ratified, confirmed and approved in all respects.

To evidence our consent we hereby execute this document, which may be executed in counterparts, each of which shall be deemed to be an original, but all of which shall be deemed to be one and the same document, on the date set forth below and direct that the Manager of the Company place this document among the records of the Company.

Dated this 30th day of December, 2004.


V. BRENT RIKER, Manager and sole Member

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