

104000094000

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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04/20/05--01041--003 **70.00

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TALLAHASSEE, FLORIDA

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104-94000
ae



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 22, 2005

LARRY DILLAHUNTY
954 FIRST AVENUE NORTH
ST. PETERSBURG, FL 33705

SUBJECT: NARD AUTOMOTIVE GROUP, L.L.C.
Ref. Number: L04000094000

We have received your document for NARD AUTOMOTIVE GROUP, L.L.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 505A00027940

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TALLAHASSEE, FLORIDA

Larry L. Dillahunty, P.A.

Larry L. Dillahunty, Esquire

April 19, 2005

Ph: (727) 527-4050
Fax: (727) 527-4115
E-Mail: LarryDLaw@aol.com

954 First Avenue North
St. Petersburg, FL 33705

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Corporate Articles of Merger Filing – **NARD AUTOMOTIVE GROUP, INC. to
NARD AUTOMOTIVE GROUP, L.L.C.**, A Florida Limited Liability Company

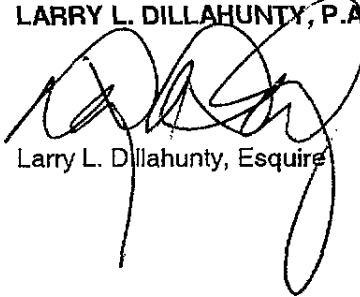
Dear Sir or Madam:

Enclosed please find the Articles of Merger for **NARD AUTOMOTIVE GROUP, INC. to NARD AUTOMOTIVE GROUP, L.L.C.**, A Florida Limited Liability Company, together with my trust account check in the amount of \$70.00 payable to the Secretary of State for the filing fee of the Articles of Merger. I would appreciate your filing these papers as soon as possible sending a copy to my office address as shown above at your very earliest convenience. I would also request that you fax to my office at 727/527-4115 a note showing that the Articles of Merger have been filed.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to give me a call.

Sincerely yours,

LARRY L. DILLAHUNTY, P.A.


Larry L. Dillahunty, Esquire

LLD/chd
Enclosure(s)

Sent Via Federal Express

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Larry L. Dillahunty, P.A.

Larry L. Dillahunty, Esquire

May 2, 2005

Ph: (727) 527-4050
Fax: (727) 527-4115
E-Mail: LarryDLaw@aol.com

954 First Avenue North
St. Petersburg, FL 33705

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

Attn: Tammi Cline
Document Specialist

Re: Articles of Merger Between NARD AUTOMOTIVE GROUP, INC. (Merging Party)
and NARD AUTOMOTIVE GROUP, L.L.C. (Surviving Party)

Your Ref. Number : L04000094000

Dear Ms. Cline:

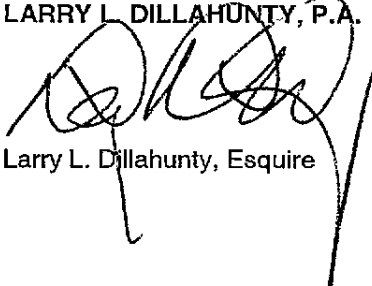
Enclosed please find a copy of your letter to me dated April 22, 2005, regarding the above-referenced matter. Also enclosed please find the original completed and signed Articles of Merger and Plan of Merger. Please note that your office is holding the \$70.00 filing fee which has been previously paid.

I would appreciate your immediately filing the same and giving my office a call to let us know that the enclosed documents have been filed, as well as returning a copy to my office address as shown above at your very earliest convenience.

Thank you for your courtesy and attention in this matter. Should you have any questions or concerns, please do not hesitate to give me a call.

Sincerely yours,

LARRY L. DILLAHUNTY, P.A.


Larry L. Dillahunty, Esquire

LLD/chd
Enclosure(s)

Sent Via Federal Express

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Nard Automotive Group, Inc.</u> <u>1125 - 9th St. E.</u> <u>Treasure Island, FL 33706</u>	<u>Florida</u>	<u>Corporation -</u> <u>Sub S</u>

Florida Document/Registration Number: P03000086505 FEI Number: 20-0148712

2. _____

Florida Document/Registration Number: _____ FEI Number: _____

3. _____

Florida Document/Registration Number: _____ FEI Number: _____

4. _____

Florida Document/Registration Number: _____ FEI Number: _____

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>Nard Automotive Group, LLC</u> <u>11125 - 9th St. E.</u> <u>Treasure Island, FL 33706</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>204000094000</u>		FEI Number: <u>38-3715888</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: 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), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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.

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TALLAHASSEE FLORIDA

The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

Typed or Printed Name of Individual

Michael E. Nardozi
President

Michael E. Nardozi
Member

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Jurisdiction

Nard Automotive Group, Inc.

Florida

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

Name

Jurisdiction

Nard Automotive Group, L.L.C.

Florida

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

Nard Automotive Group, Inc. shall merge into Nard Automotive Group, L.L.C., which shall be the surviving entity.

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(Attach additional sheet(s) if necessary)

FOURTH:

- A. 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:

All shares issued by the Merging Party (all being issued to a single person), shall be converted to a membership interest in the Surviving Party entity.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each 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:

Existing shares issued by the merging party shall be surrendered and cancelled. Immediately upon cancellation of the shares, Membership interest shall be issued by the surviving party.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

N/A

If General Partner is a Non-Individual,

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Michael E. Nardozzi
11125 - 9th St. E.
Treasure Island, FL 33706

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

N/A

EIGHTH: Other provisions, if any, relating to the merger:

None

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TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)