

L05000047691

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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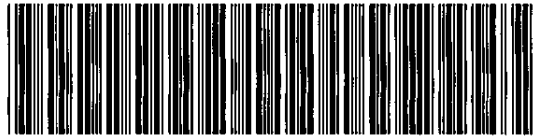
(Business Entity Name)

(Document Number)

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Requester's Name

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City/State/Zip

Phone #

656-5454

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Automotive Land Holdings I, LLC
(Corporation Name) (Document #)

2. into
(Corporation Name) (Document #)

3. MK Automotive Management LLC
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

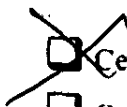


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☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger LLC

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**CERTIFICATE OF MERGER OF AUTOMOTIVE LAND HOLDINGS I, LLC
INTO MK AUTOMOTIVE MANAGEMENT, LLC**

The following Certificate of Merger is being submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

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

Name: Automotive Land Holdings I, LLC
Address: 1101 E. Fletcher Avenue
Tampa, Florida 33612
Entity Type: a Florida limited liability company
FL Document No.: L03000017701
FEIN: 02-0691638

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

Name: MK Automotive Management, LLC
Address: 1101 E. Fletcher Avenue
Tampa, Florida 33612
Entity Type: a Florida limited liability company
FL Document No.: L05000047691
FEIN: 20-2911033

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger, in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or Articles of Organization of any limited liability company that is a party to the merger.

FIFTH: MK Automotive Management, LLC, the surviving entity, is manager managed.

SIXTH: The Merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State.

SEVENTH: The Plan of Merger was duly adopted by the Member and Manager of MK Automotive Management, LLC on October 16, 2006, and pursuant to Section 608.455, the Member waived the notification required by Section 608.4381(3). The Plan of Merger was duly adopted by the Member and Manager of MK Automotive Management, LLC on October 16, 2006, and pursuant to Section 608.455, the Members waived the notification required by Section 608.4381(3).

EIGHTH: This Certificate of Merger complies, and was executed in accordance, with the laws of the State of Florida.

MK Automotive Management, LLC, a Florida
limited liability company

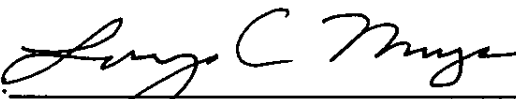
By: M2K Holdings, LLC, a Florida limited
liability company, Member

By: 

Larry C. Morgan, Manager

Automotive Land Holdings I, LLC, a Florida
limited liability company

By: M2K Holdings, LLC, a Florida limited
liability company, Member

By: 

Larry C. Morgan, Manager

**PLAN OF MERGER
OF
AUTOMOTIVE LAND HOLDINGS I, LLC
INTO
MK AUTOMOTIVE MANAGEMENT, LLC**

The Plan of Merger is as follows:

1. Merger. The name of each limited liability company to be merged is Automotive Land Holdings I, LLC, a Florida limited liability company ("Holdings"), and MK Automotive Management, LLC, a Florida limited liability company ("MK"). MK will be the surviving limited liability company. The sole member of MK is the sole member of Holdings.

2. Cancellation.

a. Cancellation of the Percentage Interests of the Members of Holdings. At the time the Merger is effective (the "Effective Time"), the Percentage Interests of the sole member of Holdings shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor. The sole member of Holdings is the sole member of MK.

b. Percentage Interests of MK. At the Effective Time, the Percentage Interests of MK shall be unaffected by the merger and the Operating Agreement shall reflect the ownership of M2K Holdings, LLC, a Florida limited liability company.

3. Termination. This Plan of Merger may be terminated, and the Merger abandoned, at any time on or before the Effective Time by agreement of the Members of the undersigned limited liability companies.

4. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

5. Articles of Organization and Operating Agreement. At the Effective Time, the Articles of Organization and the Operating Agreement of MK shall be the Articles of Organization and Operating Agreement of the surviving limited liability company.

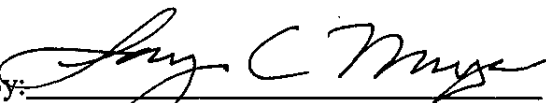
6. Management. The name and address of the Manager of MK, the surviving limited liability company, is as follows:

Larry C. Morgan
1101 E. Fletcher Avenue
Tampa, Florida 33612

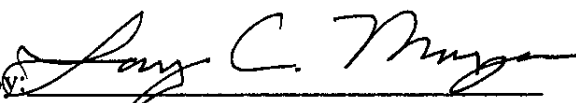
7. Member Adoption. This Plan of Merger was duly adopted by the Manager and sole Member of MK on October 16, 2006. This Plan of Merger was duly adopted by the Manager and sole Member of Holdings on October 16, 2006.

Dated: October 31, 2006

Automotive Land Holdings I, LLC
By: M2K Holdings, LLC, a Florida limited
liability company, Member

By: 
Larry C. Morgan, Manager

MK Automotive Management, LLC
By: M2K Holdings, LLC, a Florida limited
liability company, Member

By: 
Larry C. Morgan, Manager