

LD60000068751

Florida Department of State
Division of Corporations
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EFFECTIVE DATE
7/28/06

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MERGER OR SHARE EXCHANGE

Darby Automotive, LLC

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$96.25

* 96.25

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ARTICLES OF MERGER

EFFECTIVE DATE
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The following articles of merger are being submitted in accordance with Section 608.4382 of the Florida Limited Liability Company Act.

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

Party 1:

Name and Street Address:
Darby Automotive, Inc.
180 Triple Diamond Blvd., STE B7
Nokomis, FL 34275

Jurisdiction: Delaware
Entity Type: Corporation

Florida Document/Registration Number: 809762
FEI Number: 59-0715229

Party 2:

Name and Street Address:
Darby Automotive, LLC
180 Triple Diamond Blvd., STE B7
Nokomis, FL 34275

Jurisdiction: Florida
Entity Type: Limited Liability Company

Florida Document/Registration Number: L06000068751
FEI Number: 20-5192941

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

Party 1:

Name and Street Address:
Darby Automotive, LLC
180 Triple Diamond Blvd., STE B7
Nokomis, FL 34275

Jurisdiction: Florida
Entity Type: Limited Liability Company

Florida Document/Registration Number: L06000068751
FEI Number: 20-5192941

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

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FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with Section 264 of the General Corporation Law of the State of Delaware.

FIFTH: The merger is permitted under all respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation or bylaws of the corporation or the agreement of the limited liability company that are a party to the merger.

SIXTH: The merger shall become effective on the later of July 28, 2006, or the date these Articles of Merger are filed with the Florida Secretary of State.

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

EIGHTH: Signatures for each party follow on the next page.

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(Signature Page)

Darby Automotive, Inc., a Delaware corporation

By: 
C. Conrad Darby III
President

Darby Automotive, LLC, a Florida limited liability company

By: 
C. Conrad Darby III
Manager

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**AGREEMENT AND PLAN OF MERGER
OF
DARBY AUTOMOTIVE, INC., A DELAWARE CORPORATION
INTO
DARBY AUTOMOTIVE, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

THIS AGREEMENT AND PLAN OF MERGER, dated July 22, 2006 made by and among Darby Automotive, Inc., a Delaware corporation ("Corporation"), and Darby Automotive, LLC, a Florida limited liability company ("LLC").

WITNESSETH:

WHEREAS, Corporation desires to merge with and into LLC, with LLC being the surviving entity (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the Board of Directors of Corporation has determined that it is advisable that Corporation be merged into LLC, on the terms and conditions set forth, in accordance with Section 264 of the General Corporation Law of the State of Delaware (the "Act"); and

WHEREAS, the shareholders of Corporation have approved the Merger and shall receive a member interest in LLC in proportion to their shareholder interest in Corporation; and

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I
THE MERGER**

1. The term "Effective Date" shall mean the later of July 28, 2006, or the date on which the Certificate of Merger is filed with the Secretary of State of Delaware.

2. On the Effective Date, Corporation shall be merged with and into LLC. The separate existence of Corporation shall cease at the Effective Date and the LLC shall continue with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of a limited liability company organized under the laws of the State of Florida.

3. The Plan of Merger has been approved by the Board of Directors of Corporation in accordance with Section 251(b) of the Act. Corporation shall deliver notice of the Merger to the remaining shareholders of Corporation. Corporation shall immediately file the Certificate of Merger with the Delaware Secretary of State in accordance with the Act as the remaining shareholders consent to the Merger and waive any notice requirements.

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ARTICLE II EFFECTS OF THE MERGER

At the Effective Date, LLC shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Corporation, and shall be responsible and liable for all liabilities and obligations of Corporation.

ARTICLE III TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Corporation's Common Stock into member units of LLC shall be as follows:

1. Each share of Corporation's common stock (the "Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be converted into a .1880406 member unit of LLC (the "Member Unit") or fraction thereof. Notwithstanding the foregoing, each share of Common Stock held by the shareholders shall, by virtue of the Merger and without any action on the part of LLC, be canceled simultaneously with the effectiveness of the Merger.

2. As soon as practicable after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the shareholders of Corporation.

ARTICLE IV DISSENTERS' RIGHTS

Shareholders of Corporation are entitled, if the shareholder complies with the provisions of the Act regarding the rights of dissenting shareholders, to be paid the fair value of such shareholder's shares.

ARTICLE V ASSIGNMENT

If, at any time, LLC shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in LLC the title to any property or rights of Corporation, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in LLC.

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**ARTICLE VI
EXPENSES**

LLC shall pay all expenses of accomplishing the Merger.

**ARTICLE VII
AMENDMENT**

At any time before the filing with the Delaware Secretary of State of this Certificate of Merger to be filed in connection with this Plan, the Directors of Corporation may amend this Plan. If the Certificate of Merger has already been filed with the Secretary of State, an amended Certificate of Merger shall be filed with the Secretary of State, but only if such amended Certificate of Merger can be filed before the Effective Date.

**ARTICLE VIII
TERMINATION**

IF, for any reason, consummation of the Merger is inadvisable in the opinion of the Board of Directors of Corporation, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Corporation. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Corporation or LLC, or their Directors, officers, employees, agents, or shareholders.

[REST OF PAGE INTENTIONALLY BLANK; SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, the parties have set their hands on July 22, 2006.

CORPORATION:

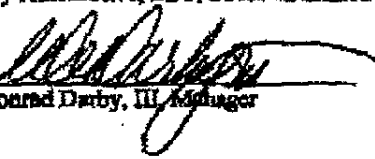
Darby Automotive, Inc. a Delaware corporation

By: 

C. Conrad Darby, III, President

LLC:

Darby Automotive, LLC, a Florida limited liability company

By: 

C. Conrad Darby, III, Manager

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