

LD70000027241

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

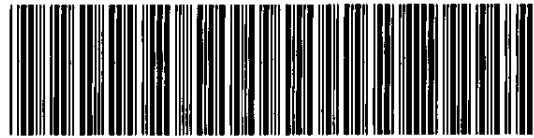
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2008 SEP - 5 AM 10:30  
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TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
2008 SEP - 5 AM 12:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER OF  
FEDERAL HIGHWAY AUTO PROPERTY, LLC  
INTO  
NORTH BROWARD AUTO INVESTORS I, LLC**

The following Articles of Merger are being submitted 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: Federal Highway Auto Property, LLC  
Address: 4250 North Federal Highway  
Lighthouse Point, FL 33064  
Entity Type: a Florida limited liability company  
FL Document No.: L07000030335  
FEIN: N/A

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

Name: North Broward Auto Investors I, LLC  
Address: 4250 North Federal Highway  
Lighthouse Point, FL 33064  
Entity Type: a Florida limited liability company  
FL Document No.: L07000027241  
FEIN: 20-8650195

**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 Regulations or Articles of Organization of any limited liability company that is a party to the merger.

FILED  
18 SEP -5 AM 12:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**FIFTH:** The Plan of Merger was duly adopted by the Members of North Broward Auto Investors I, LLC, and pursuant to Section 608.455, the Members waived the notification required by Section 608.4381(3) on August 29, 2008. The Plan of Merger was duly adopted by the Sole Member of Federal Highway Auto Property, LLC and pursuant to Section 608.455, the Member waived the notification required by Section 608.4381(3) on August 29, 2008.

**SIXTH:** The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

**SEVENTH:** These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

**FEDERAL HIGHWAY AUTO PROPERTY,  
LLC, a Florida limited liability company**

By:   
Philip P. Smith, Member

**NORTH BROWARD AUTO INVESTORS I,  
LLC, a Florida limited liability company**

By:   
Philip P. Smith, Member

**PLAN OF MERGER  
OF  
FEDERAL HIGHWAY AUTO PROPERTY, LLC  
INTO  
NORTH BROWARD AUTO INVESTORS I, LLC**

The Plan of Merger is as follows:

1. Merger. The name of each limited liability company to be merged is Federal Highway Auto Property, LLC, a Florida limited liability company ("Federal Highway"), and North Broward Auto Investors I, LLC, a Florida limited liability company ("North Broward"). North Broward will be the surviving limited liability company.

2. Cancellation.

a. Cancellation of the Percentage Interests of the Sole Member of Federal Highway. At the time the Merger is effective (the "Effective Time"), the Percentage Interests of the sole member of Federal Highway shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor. The Member of Federal Highway is a Member of North Broward.

b. Percentage Interests of North Broward. At the Effective Time, the Percentage Interests of North Broward shall be unaffected by the merger.

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 North Broward shall be the Articles of Organization and Operating Agreement of the surviving limited liability company.

6. Management. The name and address of the Members of the Board of Members of North Broward, the surviving limited liability company, is as follows:

Philip P. Smith  
4250 North Federal Highway  
Lighthouse Point, FL 33064

Michael R. Dayhoff  
4250 North Federal Highway  
Lighthouse Point, FL 33064

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TALLAHASSEE, FLORIDA

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7. Member Adoption. This Plan of Merger was duly adopted by the Board of Members and Members of North Broward on August 29, 2008. This Plan of Merger was duly adopted by the sole Member and Managing Member of Federal Highway on August 29, 2008.

Dated: August 29, 2008

FEDERAL HIGHWAY AUTO PROPERTY, LLC

By: 

Philip P. Smith, Sole Member

NORTH BROWARD AUTO INVESTORS I, LLC

By: 

Philip P. Smith, Member