

L08000028727

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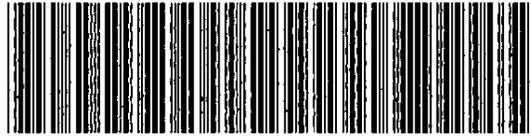
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The Reddish Law Firm, P.L.

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July 29, 2008

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

RE: Ace Tire & Auto, LLC

To Whom It May Concern:

Enclosed please find Articles of Merger submitted to merge Ace Tire & Auto, Inc. into Ace Tire & Auto, LLC, the surviving entity. A Plan of Merger which was adopted and approved by each party is also enclosed along with a check payable to the Department of State in the amount of \$70.00.

Please contact me, Donald Reddish, at 727-723-0004 if you need any additional information.

Sincerely,

A handwritten signature in black ink, appearing to read 'Donald Reddish', written over a horizontal line.

Donald Reddish

ARTICLES OF MERGER

The following certificate of merger is being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.2108, 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. ACE TIRE & AUTO, LLC 4900 49th Street North St. Petersburg, Florida 33709 Florida Document/Registration Number: L08000028727	Florida FEI Number: 36-4630617	Limited Liability Company
2. ACE TIRE & AUTO, INC. 4900 49th Street North St. Petersburg, Florida 33709 Florida Document/Registration Number: P05000147125	Florida FEI Number: 13-4237387	Corporation

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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>
ACE TIRE & AUTO, LLC 4900 49 th Street North St. Petersburg, Florida 33709 Florida Document/Registration Number: L08000028727	Florida FEI Number: 36-4630617	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.2106, 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 the surviving entity is another business entity formed, organized, or incorporated under the laws of any state, country, or jurisdiction other than the state of Florida, and is not authorized to transact business in this state, 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, 620.2114, and/or 608.4384, Florida Statutes.

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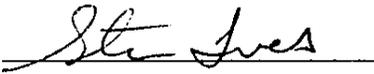
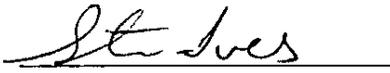
SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), Florida Statutes.

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.

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

TENTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
ACE TIRE & AUTO, LLC		STEVEN A. IVES MANAGING MEMBER
ACE TIRE & AUTO, INC.		STEVEN A. IVES PRESIDENT

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 620.2107, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.2108, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
ACE TIRE & AUTO, LLC	Florida
ACE TIRE & AUTO, INC.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
ACE TIRE & AUTO, LLC	Florida

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

A. Operating Agreement. The Operating Agreement of the Surviving Party shall continue as the Operating Agreement of the Surviving Party.

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:

Each and every share of common stock in the Merging Party shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Party shall be issued in respect thereof; and

The sole member of the Surviving Party shall remain the sole member of the Surviving Party.

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:

Each right to acquire shares of common stock or other securities of the Merging Party shall be canceled and no longer be issued or outstanding, and no membership interests in the Surviving Party shall be issued in respect thereof.

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