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**Division of Corporations**  
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**To:**

**Division of Corporations**  
**Fax Number : (850) 617-6380**

**From: GAIL S ANDRE**

**Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.**  
**Account Number : 072720000036**  
**Phone : (407) 843-4600**  
**Fax Number : (407) 843-4444**

**PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF MERGER AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.**

**MERGER OR SHARE EXCHANGE**

**CLASSIC CAR IMPORTS, LLC**

Certificate of Status	0
Certified Copy	1
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Estimated Charge	\$68.75

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**T. HAMPTON**

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**EXAMINER**

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8/29/2008 8:55 PAGE 001/001 Florida Dept of State



August 29, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CLASSIC CAR IMPORTS, LLC  
525 S LAKE DESTINY ROAD  
ORLANDO, FL 32810

SUBJECT: CLASSIC CAR IMPORTS, LLC  
REF: L08000060935

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton  
Regulatory Specialist II  
Registration/Qualification Section

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ATTORNEYS  
AT LAW

 MERITAS LAW FIRMS WORLDWIDE

**FROM:**

Name:  
Fax Number:  
Voice Number:

**TO:**

Name: TAMMY HAMPTON - DIVISION OF CORPORATION  
Company:  
Fax Number: 1-850-617-6383  
Voice Phone:

**MESSAGES:**

TAMMY, AS REQUESTED, ATTACHED HERETO PLEASE FIND THE PLAN OF MERGER.  
THANK YOU FOR YOUR ASSISTANCE.

Date and time of transmission: Friday, August 29, 2008 3:06:58 PM  
Number of pages including this cover sheet: 07

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**ARTICLES OF MERGER****OF****CLASSIC IMPORTS OF TAMPA BAY, INC.**  
**a Florida corporation**

- 707060109922

**WITH AND INTO****CLASSIC CAR IMPORTS, LLC**  
**a Florida limited liability company**

- L08000060935

Pursuant to Section 607.1109 of the Florida Business Corporation Act and Section 608.4382 of the Florida Limited Liability Company Act, Classic Imports of Tampa Bay, Inc., a Florida corporation, and Classic Car Imports, LLC, a Florida limited liability company, hereby adopt the following Articles of Merger for the purpose of effecting the merger of Classic Imports of Tampa Bay, Inc., a Florida corporation, with and into Classic Car Imports, LLC, a Florida limited liability company (the "Merger"):

**FIRST:** Pursuant to Section 607.1108 of the Florida Business Corporation Act and Section 608.438 of the Florida Limited Liability Company Act, the Plan of Merger of Classic Imports of Tampa Bay, Inc., a Florida corporation (the "Corporation"), with and into Classic Car Imports, LLC, a Florida limited liability company (the "Company"), is as follows:

(1) At the Effective Time (as hereinafter defined), the Corporation shall be merged with and into the Company and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Entity."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

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(b) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.

(c) The Operating Agreement of the Company, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity until thereafter amended as provided by law.

(3) The sole shareholder of the Corporation is also the sole member of the Company. As of the Effective Time, by virtue of the Merger, all of the issued and outstanding shares of common stock in the Corporation, which are held by the sole shareholder of the Corporation, will be converted into and become, without any action on the part of such sole shareholder, limited liability company membership interests in the Surviving Entity, such that the shareholder of the Corporation will continue to be the sole member of the Surviving Entity owning all of the limited liability company membership interests in the Surviving Entity.

(4) The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida.

**SECOND:** Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of the Corporation, the sole director and the sole shareholder of the Corporation approved the Merger by written consents dated as of August 26, 2008.

**THIRD:** Pursuant to the applicable provisions of the Florida Limited Liability Company Act and the Operating Agreement of the Company, the sole member of the Company approved the Merger by a written consent dated as of August 26, 2008.

**IN WITNESS WHEREOF**, the Corporation and the Company have caused these Articles of Merger to be signed on their behalf by their respective duly authorized representatives on this 26 day of August, 2008.

**CLASSIC IMPORTS OF TAMPA BAY, INC.**, a Florida corporation

By: \_\_\_\_\_

Onofrio Priarsi, President

**CLASSIC CAR IMPORTS, LLC**,  
a Florida limited liability company

By: \_\_\_\_\_

Onofrio Priarsi, Manager

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**Exhibit "A"**  
**PLAN OF MERGER**  
  
**OF**  
  
**CLASSIC IMPORTS OF TAMPA BAY, INC.**  
**a Florida corporation**  
  
**WITH AND INTO**  
  
**CLASSIC CAR IMPORTS, LLC,**  
**a Florida limited liability company**

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(1) At the Effective Time (as hereinafter defined), the Corporation shall be merged with and into the Company and the Company shall be the surviving company of the Merger. The Company is hereinafter sometimes referred to as the "Surviving Entity."

(2) The terms and conditions of the Merger are as follows:

(a) The Surviving Entity shall continue in existence and shall possess all the rights, privileges, licenses, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in either party to the Merger shall not revert or be in any way impaired by reason of such Merger, and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against either party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either party shall be impaired by the Merger.

(b) The Articles of Organization of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity until thereafter amended as provided by law.

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(4) The Merger shall become effective (the "Effective Time") upon the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida.

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