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**TM Tractor Parts LLC**

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TM Tractor Parts LLC  
 MERGER OR SHARE EXCHANGE

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To:

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TM Tractor Parts LLC	Florida	limited liability company
TM Tractor Parts LLC	New York	limited liability company

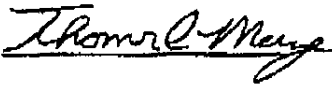
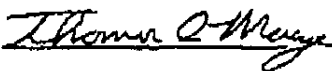
**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TM Tractor Parts LLC	Florida	limited liability company

**THIRD:** The attached plan of merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state under which such other business entity is formed.

**FIFTH:** Signatures for each party:

<u>Name of Entity/Organization</u>	<u>Signature</u>	<u>Name of Individual</u>
TM Tractor Parts LLC (a Florida limited liability company)		Thomas A. Maize Member/Manager
TM Tractor Parts LLC (a New York limited liability company)		Thomas A. Maize Member/Manager

Dated: March 29, 2010

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**PLAN OF MERGER  
OF  
TM TRACTOR PARTS LLC  
(a New York LLC)**

**AND**

**TM TRACTOR PARTS LLC  
(a Florida LLC)**

**INTO**

**TM TRACTOR PARTS LLC  
(a Florida LLC)**

**ARTICLE I**

**NAMES OF CONSTITUENT ENTITIES; SURVIVING ENTITY**

- 1.1 The names of the constituent entities are:
- TM TRACTOR PARTS LLC, a New York limited liability company; and
- TM TRACTOR PARTS LLC, a Florida limited liability company; and
- 1.2 The name of the surviving entity is:
- TM TRACTOR PARTS LLC, a Florida limited liability company.

**ARTICLE II**

**TERMS AND CONDITIONS OF THE PROPOSED MERGER**

- 2.1 The following terms and conditions will apply to the proposed merger:
- (a) The Managers of TM TRACTOR PARTS LLC, a Florida limited liability company, will be the managers of the surviving entity.
- (b) The Operating Agreement of TM TRACTOR PARTS LLC, a Florida limited liability company, shall be the Operating Agreement of the surviving corporation.
- (c) Inasmuch as the Members of the constituent entities are the same, the membership interests of TM TRACTOR PARTS LLC, a New York limited liability company, will be cancelled. The membership interests of TM TRACTOR PARTS LLC, a Florida limited

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liability company, will be the membership interests of the surviving entity and will remain unchanged.

### ARTICLE III

#### MISCELLANEOUS PROVISIONS

3.1 This Plan of Merger has been contemporaneously submitted to the vote of the Managers and Members of each of the constituent entities, and this Plan of Merger was approved unanimously.

3.2 If, at any time prior to the effective date of the merger contemplated hereby, events or circumstances occur, which in the opinion of a majority of the Members of each of the constituent entities, renders it inadvisable to consummate the merger, this Plan of Merger shall not become effective even though previously adopted. The filing of the Certificates of Merger with the proper authorities in New York and Florida shall conclusively establish that no action to terminate this plan has been taken.

DATED: March 29 2010

TM TRACTOR PARTS LLC  
(a New York limited liability company)

By: Thomas A. Maize  
Thomas A. Maize  
Member/Manager

DATED: March 29 2010

TM TRACTOR PARTS LLC  
(a Florida limited liability company)

By: Thomas A. Maize  
Thomas A. Maize  
Member/Manager

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