

OCT 11-2010 14:09 From:
Division of Corporations

To: 850 617 6381

P.1/5

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000223089 3)))



H100002230893ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : SHUTTS & BOWEN LLP (ORLANDO)
Account Number : I20030000004
Phone : (407) 423-3200
Fax Number : (407) 843-4076

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: kliesow@shutts.com

**MERGER OR SHARE EXCHANGE
Smith-Williams Automotive, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$67.50

RECEIVED

10 OCT 11 AM 8:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 OCT 11 AM 8:40

FILED

Electronic Filing Menu

Corporate Filing Menu

G. MCLEOD

OCT 12 2010

EXAMINER

(((H10000223089 3)))

**CERTIFICATE OF MERGER OF SMITH-WILLIAMS REAL ESTATE, LLC INTO
SMITH-WILLIAMS AUTOMOTIVE, LLC**

The following Certificate of Merger is 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: SMITH-WILLIAMS REAL ESTATE, LLC
Address: 4250 North Federal Highway
Lighthouse Point, Florida 33064
Entity Type: a Florida limited liability company
FL Document No.: L10000068144
FEIN: 27-2961077

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

Name: SMITH-WILLIAMS AUTOMOTIVE, LLC
Address: 4250 North Federal Highway
Lighthouse Point, Florida 33064
Entity Type: a Florida limited liability company
FL Document No.: L10000055347
FEIN: 27-2661500

FILED
10 OCT 11 AM 8:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

FIFTH: Smith-Williams Automotive, LLC is not managed by one or more managers.

SIXTH: The Plan of Merger was duly adopted by the Members and Board of Members of Smith-Williams Automotive, LLC and pursuant to Section 608.455, the Members waived the notification required by Section 608.4381(3) on September 15, 2010. The Plan of Merger was approved and duly adopted by the Members and Board of Members of Smith-Williams Real

(((H10000223089 3)))

OCT-11-2010 14:09 From:

To: 850 617 6381

P.3'5

((H10000223089 3)))

Estate, LLC on September 15, 2010, and pursuant to Section 608.455, the Members waived the notification required by Section 608.4381(3).

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

SMITH-WILLIAMS AUTOMOTIVE, LLC,
a Florida limited liability company
By: Williams Automotive Group, LLC, Member

By: 
John I. Williams, Jr., Manager

SMITH-WILLIAMS REAL ESTATE, LLC,
a Florida limited liability company
By: Williams Automotive Group, LLC, Member

By: 
John I. Williams, Jr., Manager

((H10000223089 3)))

**PLAN OF MERGER
OF
SMITH-WILLIAMS REAL ESTATE, LLC
INTO
SMITH-WILLIAMS AUTOMOTIVE, LLC**

The Plan of Merger is as follows:

1. Merger. The name of each limited liability company to be merged is Smith-Williams Automotive, LLC, a Florida limited liability company ("Automotive"), and Smith-Williams Real Estate, LLC, a Florida limited liability company ("Real Estate"). Automotive will be the surviving limited liability company.

2. Conversion of Percentage Interests.

(a) Conversion of the Percentage Interests of the Members of Real Estate. At the time the Merger is effective (the "Effective Time"), each one percent Percentage Interest owned by the Members of Real Estate shall be exchanged for a one percent Class B Percentage Interest in Automotive and the Percentage Interests in Real Estate shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor.

(b) Percentage Interests of Automotive. At the Effective Time, each one percent Percentage Interest owned by the Members of Automotive shall be converted into a one percent Class A Percentage Interest in Automotive, and the Operating Agreement of Automotive shall be amended and restated to reflect the two classes of Percentage Interests. The Class B Percentage Interests shall be non-voting interests.

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

6. Management. The names and addresses of the Managing Members of Automotive, the surviving limited liability company, are as follows:

PPS Auto Holdings, LLC
4250 North Federal Highway
Lighthouse Point, FL 33064

Williams Automotive Group, LLC
3505 Buford Drive
Buford, GA 30579

OCT-11-2010 14:10 From:

To: 850 617 6381

P.5/5

((H10000223089 3)))

7. Member Adoption. This Plan of Merger was approved and duly adopted by the Members and Board of Members of Automotive on September 15, 2010. This Plan of Merger was approved and duly adopted by the Members and Board of Members of Real Estate on September 15, 2010.

Dated: September 15, 2010

Smith-Williams Automotive, LLC,
a Florida limited liability company
By: Williams Automotive Group, LLC, Member

By: 
John I. Williams, Jr., Manager

Smith-Williams Real Estate, LLC,
a Florida limited liability company
By: Williams Automotive Group, LLC, Member

By: 
John I. Williams, Jr., Manager