

L12000155327

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

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

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MERGER OR SHARE EXCHANGE
ACG CARE CARE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$173.75

195.00

RECEIVED
12 DEC 26 AM 8:42
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Merger
effective date
12-31-12

2012 DEC 26 PM 12:06

FILED

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DEC 26 PM 12:06

CERTIFICATE OF MERGER
For
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with the Florida Limited Liability Company Act, as amended, Florida Statutes, § 608.4382:

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>
ACS Car Care Holding I, Inc.	Florida	corporation
ACS Car Care Holding II, Inc.	Florida	corporation
ACS Car Care, GA, Inc.	Georgia	corporation
ACS Car Care II, ATL/Johns Creek - Suwanee, Inc.	Georgia	corporation

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>
ACG Car Care, LLC	Florida	limited liability company

THIRD: The Plan of Merger (attached as Exhibit A) was approved on behalf of ACS Car Care Holding I, Inc. and ACS Car Care Holding II, Inc. in accordance with the applicable provisions of the Florida Business Corporation Act, as amended, Florida Statutes, Chapter 607, and on behalf of ACG Car Care, LLC in accordance with the applicable provisions of the Florida Limited Liability Company Act, as amended, Florida Statutes, Chapter 608.

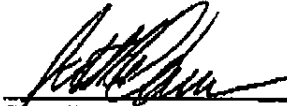
FOURTH: The Plan of Merger was authorized and approved on behalf of ACS Car Care, GA, Inc. and on behalf of ACS Car Care II, ATL/Johns Creek - Suwanee, Inc. in accordance with the applicable laws of the state of Georgia.

FIFTH: The merger shall be effective on December 31, 2012.


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SIXTH: Signature(s) for Each Party:


**ACS Car Care Holding I, Inc., a
Florida corporation**

By: 
Scott Denman
President


**ACS Car Care Holding II, Inc., a
Florida corporation**

By: 
Scott Denman
President

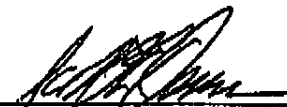
**ACS Car Care, GA, Inc., a Georgia
corporation**

By: 
Scott Denman
President

**ACS Car Care II, ATL/Johns
Creek - Suwanee, Inc., a
Georgia corporation**

By: 
Scott Denman
President

**ACG Car Care, LLC, a Florida limited
liability company**

By: 
Scott Denman
Authorized Representative

Dated: December 20, 2012

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STATE OF Florida
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by Scott Denman, as President of ACS Car Care Holding I, Inc., a Florida corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.


Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 198648

STATE OF Florida
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by Scott Denman, as President of ACS Car Care Holding II, Inc., a Florida corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.


Notary Public

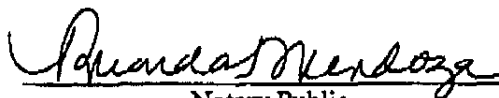
NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 198648

H12000299617 3

STATE OF FloridaCOUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by Scott Denman, as President of ACS Car Care, GA, Inc., a Georgia corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.



Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 196648

STATE OF FloridaCOUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by Scott Denman, as President of ACS Car Care II, ATL/Johns Creek - Suwanee, Inc., a Georgia corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.



Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 196648

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STATE OF Florida

COUNTY OF Hillborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by Scott Denman, as the Authorized Representative of ACG Car Care, LLC, a Florida limited liability company, on behalf of such limited liability company. He is personally known to me or has produced _____ as identification.

Rhonda S. Mendoza
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 198648

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Exhibit A
Plan of Merger

PLAN OF MERGER AMONG ACS CAR CARE HOLDING I, INC., ACS CAR CARE HOLDING II, INC., ACS CAR CARE, GA, INC., ACS CAR CARE II, ATL/JOHNS CREEK - SUWANE, INC., AND ACG CAR CARE, LLC

This Plan of Merger is entered into by and among ACS Car Care Holding I, Inc., a Florida corporation, ACS Car Care Holding II, Inc., a Florida corporation, ACS Car Care, GA, Inc., a Georgia corporation, and ACS Car Care II, ATL/Johns Creek - Suwanee, Inc., a Georgia corporation (collectively, the Merging Entities"), for the purpose of merging, at the Effective Time (as defined below), the Merging Entities with and into ACG Car Care, LLC ("the Surviving Entity") in accordance with the Florida Business Corporation Act, the Florida Limited Liability Company Act, the applicable laws of the state of Georgia, and the following agreements, terms and provisions set forth herein (the "Merger").

1. **Parties to Merger and Name of Surviving Entity.** The name and jurisdiction of the Surviving Entity is ACG Car Care, LLC, a Florida limited liability company. The names and jurisdictions of the Merging Entities are as follows: ACS Car Care Holding I, Inc., a Florida corporation, ACS Car Care Holding II, Inc., a Florida corporation, ACS Car Care, GA, Inc., a Georgia corporation, ACS Car Care II, ATL/Johns Creek - Suwanee, Inc., a Georgia corporation, and ACG Car Care, LLC, a Florida limited liability company.

2. **Terms and Conditions.** The terms and conditions of the Merger are as follows:

(a) At the Effective Time (as defined below), the Merging Entities will be merged with and into the Surviving Entity, the separate existences of the Merging Entities shall cease and the Surviving Entity shall continue as the surviving limited liability company.

(b) The Merger shall have the effects set forth in Section 608.4383 of the Florida Limited Liability Company Act, Section 607.11101 of the Florida Business Corporation Act, and those relevant portions of Georgia law with respect to a merger.

3. **Effective Time.** The Merger shall become effective (the "Effective Time") on December 31, 2012

4. **Manner and Basis of Converting of Interests.** The manner and basis of converting the shares and interests of each Merging Entity and of the Surviving Entity shall be as follows:

(a) all shares of each Merging Entity (the "Merging Entity Interests") that are outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled without payment of any consideration and without conversion;

(b) the holders of the Merging Entity Interests shall cease to have any rights with respect to the Merging Entity Interests;

(c) the interests of the Surviving Entity shall not be affected by the Merger.

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5. Articles of Organization of the Surviving Entity. The Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity from and after the Effective Time until thereafter changed or amended as provided therein or by applicable law.

6. Approval. The Merger has previously been submitted to and approved by the Managing Member of the Surviving Entity and all of the Boards of Directors of the Merging Entities. The proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to effect the Merger contemplated by this Plan of Merger.

7. Termination. Notwithstanding the approval of this Plan of Merger by the Managing Member of the Surviving Entity and all of the Boards of Directors of the Merging Entities, the Merger may be abandoned at any time prior to the Effective Time, but not later than the Effective Time, upon the consent of both the Surviving Entity and the Merging Entities.

8. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

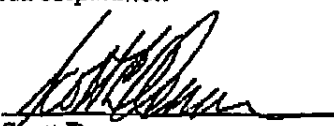
9. Miscellaneous. This Plan of Merger shall be construed in accordance with the laws of the State of Florida. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise. This Plan of Merger may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

[Signature page to follow]

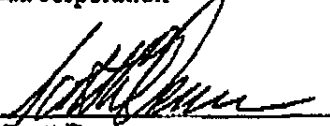
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IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of December __, 2012.


ACS Car Care Holding I, Inc., a
Florida corporation

By: 
Scott Denman
President


ACS Car Care Holding II, Inc., a
Florida corporation

By: 
Scott Denman
President


ACS Car Care, GA, Inc., a Georgia
corporation

By: 
Scott Denman
President

ACS Car Care II, ATL/Johns
Creek - Suwanee, Inc., a
Georgia corporation

By: 
Scott Denman
President

ACG Car Care, LLC, a Florida limited
liability company

By: 
Scott Denman
Authorized Representative