

LAW OFFICES
CONE & YONG, P.A.

701 FISK STREET, SUITE 110
JACKSONVILLE, FL 32204

FRED M. CONE, JR.
FRANK J. YONG

August 22, 2001

L56471

TELEPHONE
(904) 355-1235
TELECOPIER
(904) 354-1747
E-MAIL
CONEYONG@
BELL SOUTH.NET

Florida Division of Corporation
Attention: Amendments & Merger
Post Office 6327
Tallahassee, Florida 32314

Re: Merger Documents

Dear Sir/Madam:

Enclosed for filing please find Articles of Merger of Atlantic Dodge, Inc. and Atlantic Chrysler Plymouth, Inc. and Plan of Merger. Also enclosed is our firm check in the amount of \$70.00 for filing fees. Please return the copy enclosed indicating the filing date in the enclosed envelope.

Please let me know if you have any questions in the matter.

Sincerely,

Frank J. Yong

Frank J. Yong

200004555452--2
-08/24/01--01063--012
*****70.00 *****70.00

FJY/el

Enclosures

*Ellen Long
gave author to print
the dash in the corporate
name
ac 8/30*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 AUG 24 PM 1:16

FILED

*all
merger
8/30*

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ATLANTIC DODGE, INC., A DELAWARE CORP., CORPORATION # 831629

INTO

ATLANTIC CHRYSLER-PLYMOUTH, INC. which changed its name to

ATLANTIC DODGE CHRYSLER JEEP, INC., a Florida entity, L56471.

File date: August 24, 2001 , effective October 1, 2001

Corporate Specialist: Anna Chesnut

**ARTICLES OF MERGER OF
ATLANTIC DODGE, INC.
AND
ATLANTIC CHRYSLER-PLYMOUTH, INC.**

The undersigned, officers of **Atlantic Dodge, Inc.**, d/b/a **Atlantic Dodge Jeep**, a Delaware corporation (hereinafter referred to as "Dodge"), and **Atlantic Chrysler-Plymouth Inc.**, a Florida corporation (hereinafter referred to as "Chrysler Plymouth"), respectfully submit these Articles of Merger pursuant to the requirements of Florida Statutes § 607.1105 in order to consummate the merger of the corporations and set forth as follows:

1. The names of the corporations being merged are **Atlantic Dodge, Inc.** and **Atlantic Chrysler-Plymouth, Inc.**
2. **Atlantic Chrysler-Plymouth, Inc.** shall be the surviving corporation as the result of merger.
3. **Atlantic Chrysler-Plymouth, Inc.'s** Articles of Incorporation shall be amended to change the name of the corporation to **Atlantic Dodge Chrysler Jeep, Inc.**
4. The merger will be consummated by liquidating Dodge into Chrysler Plymouth, its parent company.
5. All of the issued and outstanding shares of common stock of Dodge will be canceled.
6. Pursuant to the Plan of Merger, Dodge corporate assets and liabilities will be transferred and assumed by Chrysler Plymouth, and the separate corporate existence of Dodge shall cease.

FILED
01 AUG 24 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7. The merger has been unanimously approved by all of the shareholders of the Chrysler Plymouth corporation and all of the Dodge shareholders via an Action by Consent, dated August 17, 2001.

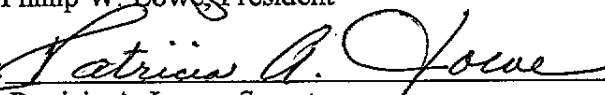
8. The effective date of the merger shall be October 1, 2001.

IN WITNESS WHEREOF, these Articles of Merger have been executed on this 17th day of August, 2001.

ATLANTIC DODGE, INC.

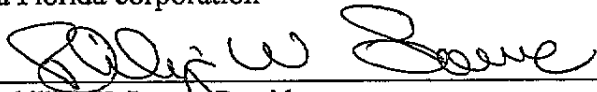
a Delaware corporation

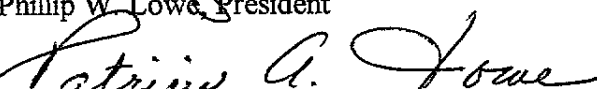
By: 
Phillip W. Lowe, President

Attested to By: 
Patricia A. Lowe, Secretary

ATLANTIC CHRYSLER-PLYMOUTH, INC.

a Florida corporation

By: 
Phillip W. Lowe, President

Attested to By: 
Patricia A. Lowe, Secretary

PLAN OF MERGER

Plan of Merger for **ATLANTIC DODGE, INC.**, d/b/a **ATLANTIC DODGE JEEP**, a Delaware corporation (hereinafter referred to as "Dodge"), and **ATLANTIC CHRYSLER-PLYMOUTH, INC.**, a Florida corporation (hereinafter referred to as "Chrysler Plymouth"), pursuant to the requirements of Florida Statutes Section 607.1104 the Plan of Merger is set forth as follows:

1. The names of the corporations being merged are Atlantic Dodge, Inc. and Atlantic Chrysler-Plymouth, Inc.
2. As a result of the merger, Atlantic Chrysler-Plymouth, Inc. will be the surviving corporation.
3. The name of the corporation shall be changed to Atlantic Dodge Chrysler Jeep, Inc.
4. As a result of the merger, all of the issued and outstanding common stock of Dodge will be redeemed, immediately before the merger all of the stock of Dodge shall be contributed to Chrysler Plymouth and Dodge will be a 100% owned subsidiary of Chrysler Plymouth.
5. The merger will be conditioned upon the approval of one hundred percent (100%) of the outstanding shares of Dodge's and Chrysler Plymouth's shareholders.
6. As a result of the merger, the Dodge corporate assets and liabilities will be transferred and assumed by Chrysler Plymouth and the separate corporate existence of Dodge shall cease.

7. Chrysler Plymouth's shareholders shall waive any preemptive rights which they may have had to purchase additional shares and consent to the issuance of shares as set forth in this Plan of Merger.

8. The benefits of merging the two corporations will be cost savings.

9. The merger will be a tax-free reorganization pursuant to § 368(a)(1)(C) of the Internal Revenue Code of 1986.