

LAW OFFICES OF
BRIAN MICHAEL MARK, P.A.

104 NORTH CHURCH STREET
KISSIMMEE, FLORIDA 34741-5055

FACSIMILE: (407) 932-3965
E-MAIL: leadtoy@aol.com

TELEPHONE: (407) 932-3933

L74027

June 1, 2000

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Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find the original and one copy of the Plan and Agreement of Merger and Articles of Merger that need to be filed. Our check in the amount of \$70.00 is enclosed to cover the cost of filing. Please return a copy of the documents to our office in the envelope provided.

Thank you for your attention to this matter.

Very truly yours,

Brian M. Mark/Hon
Brian M. Mark, Esq.

BMM/tm

enclosures as stated

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TALLAHASSEE, FLORIDA
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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

B & M AUTO PARTS, INC., a Florida entity, document number L74025.

INTO

ALL CAR SHOP, INC., a Florida entity, L74027.

File date: June 6, 2000

Corporate Specialist: Carol Mustain

PLAN AND AGREEMENT OF MERGER

WHEREAS, B & M AUTO PARTS, INC. (hereinafter "B & M") is duly organized and existing under the laws of the State of Florida; and

WHEREAS, ALL CAR SHOP, INC. (hereinafter "ALL CAR") is duly organized and existing under the laws of the State of Florida; and

WHEREAS B & M and ALL CAR have agreed that B & M shall merge into ALL CAR upon the terms and conditions and in the manner set forth in this agreement and in accordance with the applicable laws of the State of Florida,

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, warranties and representations contained in this agreement and in order to consummate the transaction described above, B & M and ALL CAR, the constituent corporations to this agreement, agree as follows:

1. B & M and ALL CAR agree that B & M shall be merged into ALL CAR, forming a single corporation, upon the terms and conditions of this agreement and that ALL CAR shall continue under the laws of the State of Florida as the surviving (the "surviving corporation"), and they further agree as follows:

a. The purposes, the registered agent, the address of the registered office, number of directors and the capital stock of the surviving corporation shall be as

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appears in the articles of incorporation of ALL CAR as on file with the office of the Secretary of State of the State of Florida on the date of this agreement. The terms and provisions of the said articles of incorporation are hereby incorporated by reference into this agreement.

b. The bylaws of ALL CAR in effect on the effective date shall be the bylaws of the surviving corporation until they shall be altered, amended or repealed or otherwise replaced by new bylaws.

c. Those persons who upon the effective date of the merger constitute the board of directors of the surviving corporation shall be the persons constituting the board of directors of ALL CAR on the effective date. If on the effective date of the merger any vacancy exists on the board of directors of the surviving corporation, that vacancy may be filled in the manner provided the bylaws of the surviving corporation.

d. Those persons who upon the effective date shall constitute the officers and resident agent of the surviving corporation shall be the persons constituting the officers and resident agent of ALL CAR on the effective date.

2. Upon execution, this agreement shall constitute the consent and approval of B & M and ALL CAR, the constituent corporations, to a merger pursuant to Section 607.1105 of the Florida General Corporation Act (hereinafter "the act").

3. Upon execution of this agreement, the separate existence of B & M shall cease and B & M shall be merged into

ALL CAR, and ALL CAR shall continue unaffected and unimpaired by the merger, having the effective powers, rights and obligations as set forth in Section 617.1106 of the act.

4. On the effective date each share of common stock, par value One Dollars (\$1.00) of B & M (hereinafter "B & M Stock") issued and outstanding, by virtue of the merger and without any action on the part of the holder of shares of B & M Stock, shall be converted into and exchanged for one share of the common stock of ALL CAR, par value One Dollars (\$1.00)(hereinafter "ALL CAR Stock")

IN WITNESS WHEREOF the parties to these articles of merger have caused them to be duly executed by their respective authorized officers, this 21 day of July, 1999.

B & M AUTO PARTS, INC.

Attest:

Margaret M. Lynch
as Secretary

By:

Bue
as President

ALL CAR SHOP, INC.

Attest:

Bue
as Secretary

By:

Margaret M. Lynch
as President

ARTICLES OF MERGER

Pursuant to Section 607.1105 of the Florida General Corporation Act (hereinafter "the act"), B & M AUTO PARTS, INC., a Florida corporation (hereinafter "B & M") and ALL CAR SHOP, INC., a Florida corporation (hereinafter "ALL CAR"), adopt the following articles of merger for the purpose of merging B & M into ALL CAR, the latter of which is to survive the merger:

ARTICLE I

That certain plan and agreement of merger (the "agreement") dated July 31, 1999 by and between B & M and ALL CAR, attached and made a part of this instrument, was approved by all of the shareholders of B & M and ALL CAR, respectively, pursuant to Section 607.1101 of the act on July 31, 1999.

ARTICLE II

Of the Seven Thousand, Five Hundred (7,500) outstanding shares of common stock, par value One Dollars (\$1.00) per share of B & M entitled to vote as a class upon the agreement, the holders of all of those shares unanimously voted in favor of and authorized the agreement in accordance with Section 607.1102 of the act. Other than the said common stock, no other classes of stock have been authorized or issued by B & M.

Of the Seven Thousand, Five Hundred (7,500) outstanding shares of common stock, par value One Dollars (\$1.00) per share of ALL CAR entitled to vote as a class upon the

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agreement, the holders of all of those shares unanimously voted in favor of and authorized the agreement in accordance with Section 607.1102 of the act. Other than the said common stock, no other classes of stock have been authorized or issued by ALL CAR.

IN WITNESS WHEREOF the parties to these articles of merger have caused them to be duly executed by their respective authorized officers, this 21 day of July, 1999.

B & M AUTO PARTS, INC.

Attest:

Margaret L. Lyle
as Secretary

By:

Bruce L. Lyle
as President

ALL CAR SHOP, INC.

Attest:

Bruce L. Lyle
as Secretary

By:

Margaret L. Lyle
as President