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Division of Corporations

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## MERGER OR SHARE EXCHANGE

1099, L.C.

Certificate of Status	0
Certified Copy	2
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## ARTICLES OF MERGER

BETWEEN

1099, L.C. L99-5274

AND

1299, L.C. L99-7649

Pursuant to Section 608.4382 of the Florida Limited Liability Company Act, 1099 L.C., a Florida limited liability company (the "Surviving Company") and 1299, L.C., a Florida limited liability company (the "Merging Company"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Merging Company into the Surviving Company (the "Merger"), which will be the surviving limited liability company in the merger.

1. The principal office of the Merging Company in Florida is 707 South Washington Boulevard, Sarasota, Florida 34236.

2. The principal office of the Surviving Company in Florida is 707 South Washington Boulevard, Sarasota, Florida 34236.

3. Attached to these Articles of Merger as Exhibit A is the Agreement and Plan of Merger (the "Plan of Merger") for merging 1299, L.C., a Florida limited liability company (the "Merging Company") with and into 1099, L.C., a Florida limited liability company (the "Surviving Company"). The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes.

4. The members of the Merging Company approved and adopted the Plan of Merger by unanimous written consent on July 15, 2004. The members of the Surviving Company approved and adopted the Plan of Merger by unanimous written consent on July 15, 2004. Accordingly, the 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.

5. The merger of the Merging Company with and into the Surviving Company is permitted by the laws of the State of Florida, has been authorized in compliance with said laws, and is not prohibited by the Regulations and Operating Agreement or Articles of Organization of the Merging Company or the Surviving Company.

6. The effective time and date of the Merger shall be upon the filing of these Articles of Merger.

7. The principal office of the Surviving Company in Florida is 707 South Washington Boulevard, Sarasota, Florida 34236.

8. The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

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IN WITNESS WHEREOF, the undersigned have executed this document on this 15  
day of July, 2004.

1099, L.C.  
a Florida limited liability company

By: 1099 Management Co., L.L.C.

By: [Signature]  
As its: [Signature]

1299, L.C.  
a Florida limited liability company

By: 1099 Management Co., L.L.C.

By: [Signature]  
As its: [Signature]

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EXHIBIT A

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
1299, L.C.  
AND  
1099, L.C.**

**AGREEMENT AND PLAN OF MERGER** adopted by 1299, L.C., a limited liability company organized under the laws of the State of Florida, by consent of its manager member as of July 15, 2004, and adopted by 1099, L.C., a limited liability company organized under the laws of the State of Florida, by consent of its manager member as of July 12, 2004.

**WHEREAS**, the names of the companies planning to merge are 1299, L.C., a limited liability company organized under the laws of the State of Florida and 1099, L.C., a limited liability company organized under the laws of the State of Florida. The name of the surviving company into which 1299, L.C., a Florida limited liability company (the "Merging Company") plans to merge is 1099, L.C., a Florida limited liability company (the "Surviving Company");

**WHEREAS**, the members of the Merging Company and the members of the Surviving Company deem it advisable that the Merging Company merge with and into the Surviving Company as hereinafter specified;

**NOW, THEREFORE**, the Merging Company and the Surviving Company agree as follows:

1. The Merging Company and the Surviving Company shall, pursuant to the provisions of the Florida Limited Liability Company Act, be merged with and into the Surviving Company, which shall be the surviving limited liability company upon the effective time and date of the merger, and which shall continue to exist as said Surviving Company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization, the State of Florida. The separate existence of the Merging Company, shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Limited Liability Company Act.

2. At the effective time and date of the merger, the Surviving Company shall be responsible and liable for all of the liabilities and obligations of the Merging Company. At the effective time and date of the merger, the Surviving Company shall possess all the rights, privileges, immunities, powers, and purposes, of the Merging Company; all the property, real and personal, shall vest in the Surviving Company without further act or deed; and the Surviving Company shall assume and be liable for all the liabilities, obligations, and penalties of the Surviving Company and the Merging Company.

3. The effective time and date of the Merger shall be upon the filing of Articles of Merger with the Florida Department of State (the "Effective Date").

4. The Articles of Organization of the Merging Company will be the Articles of Organization of the Surviving Company and shall continue in full force and effect until amended in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company, the State of Florida.

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5. The Regulations and Operating Agreement (the "Operating Agreement") of the Merging Company shall be the Operating Agreement of the Surviving Company and shall continue in full force and effect until changed, altered, or amended as provided in such Operating Agreement and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company, the State of Florida.

6. The members of the Merging Company immediately prior to the Effective Date shall remain members of the Surviving Company.

7. The managing member of the Merging Company at the Effective Date shall be the managing member of the Surviving Company, of whom shall hold its respective position until its successor or successors are elected and qualified, or until its tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Company.

8. At the Effective Date, by virtue of the merger and without any further action on the part of the Merging Company, all interests in the Merging Company immediately prior to the effective time and date of the merger shall be extinguished and cease to exist and no consideration shall be paid to the members of the Merging Company.

9. At the Effective Date, by virtue of the merger and without any further action on the part of the surviving company, the membership interests of the members in the Surviving Company shall continue to exist unchanged by the merger.

10. The Agreement and Plan of Merger herein made and approved shall be submitted to the members of the Merging Company and the members of the Surviving Company for the members' approval or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and the merger of the Merging Company with and into the Surviving Company shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the Surviving Company, the State of Florida.

11. In the event that the Agreement and Plan of Merger shall have been approved by the members entitled to vote of the Merging Company and the Surviving Company in the manner prescribed by the provisions of the Florida Limited Liability Company Act, and in the event that the merger of the Merging Company with and into the Surviving Company shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the Surviving Company, the State of Florida, the Merging Company and the Surviving Company hereby stipulate that they shall cause the appropriate persons to execute, file and/or record any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

12. The members and other authorized persons of the Merging Company and of the Surviving Company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

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13. The name and business address of the manager member of the Surviving Company is as follows:

<u>Name</u>	<u>Address</u>
1099 Management Co., L.L.C.	c/o Buchanan Automotive Group 707 South Washington Boulevard Sarasota, Florida 34236

IN WITNESS WHEREOF, the undersigned have executed this document on this 13 day of July, 2004.

1299, L.C.,  
a Florida limited liability company

By: 1099 Management Co., L.L.C.,

Manager Member

By: [Signature]

As its: [Signature]

1099, L.C.,  
a Florida limited liability company

By: 1099 Management Co., L.L.C.,

Manager Member

By: [Signature]

As its: [Signature]

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