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PROFESSIONAL LIMITED LIABILITY COMPANY

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321 SOUTH SPRING STREET  
HARBOR SPRINGS, MICHIGAN 49740

December 15, 2004

**VIA FEDERAL EXPRESS**

Registration Section  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Merger of CARJAC, INC. and CARJAC, LLC

Dear Sir or Madam:

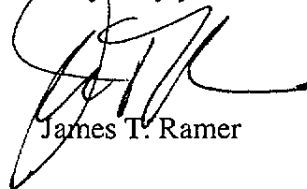
Enclosed please find the following:

1. Transmittal letter relative to Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
2. Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida.
3. Certificate of Existence.
4. Check payable to the State of Florida in the amount of \$130.00.
5. Articles of Merger of CARJAC, INC. and CARJAC, LLC.
6. Check payable to the State of Florida in the amount of \$60.00.

Please enter the Florida document registration number for CARJAC, LLC on Page 1 of the Articles of Merger and on Page 2 of the Articles of Merger.

We understand you will provide us with a Certificate of Merger for CARJAC, INC. /CARJAC, LLC. Please call if you have any questions with regard to this matter. Thank you.

Very truly yours,



James T. Ramer

mel  
Enclosure

xc: Ceejay Heckenberg  
CARJAC, LLC  
Bank of America, Attn: Kevin S. Doak

Federal Express Airbill No. 8454 8992 3086

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. CARJAC, INC. C/O Bank of America 100 North Broadway, C/O Kevin S. Doak St. Louis, Missouri 63102-2728	Florida	corporation
Florida Document/Registration Number: 547597		FEI Number: 43-1333437
2. CARJAC, LLC C/O Bank of America 100 North Broadway, C/O Kevin S. Doak St. Louis, Missouri 63102-2728	Michigan	limited liability company
Florida Document/Registration Number: 10400005671		FEI Number: 20-1887762
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

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*(Attach additional sheet(s) if necessary)*

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
CARJAC, LLC	Michigan	limited liability company
C/O Bank of America		
100 North Broadway, C/O Kevin S. Doak		
St. Louis, Missouri 63102-2728		

Florida Document/Registration Number: 104000005671 FEI Number: 20-1887762

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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The date the Articles of Merger are filed with Florida Department of State

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

[illegible]

*(Attach additional sheet(s) if necessary)*

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CARJAC, INC.	Florida
CARJAC, LLC	Michigan

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
CARJAC, LLC	Michigan

**THIRD:** The terms and conditions of the merger are as follows:

CARJAC, INC. will be liquidated into CARJAC, LLC as soon as these Articles of Merger have been filed by the Florida Department of State.

*(Attach additional sheet(s) if necessary)*

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**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The shareholders of CARJAC, INC., have formed CARJAC, LLC. Upon the effective date of the merger, all of the assets and liabilities of CARJAC, INC. will vest in, and be deemed transferred to, CARJAC, LLC, and One Hundred percent (100%) of the Membership Interests in CARJAC, LLC will be owned proportionately by the shareholders of CARJAC, INC.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Except as set out in Section FOURTH A above, there are no rights to acquire interests in either CARJAC, INC., or CARJAC, LLC.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

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**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

The manager of CARJAC, INC., is Carol J. Heckenberg.

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

1. The name of the limited liability company is CARJAC, LLC.
2. The purpose or purposed for which the limited liability company is formed is to engage in any activity within the purposes for which a limited liability company may be formed under the Limited Liability Act of Michigan.
3. The duration of the limited liability company is perpetual.
4. The street address of the location of the registered office is 100 Spring Street, Harbor Springs, Michigan 49740.
5. The mailing address of the registered office is P.O. Box 5, Harbor Springs, Michigan 49740.
6. The name of the resident agent at the registered office is James T. Ramer.
7. The limited liability company shall be managed by managers.

**EIGHTH:** Other provisions, if any, relating to the merger:

None

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*(Attach additional sheet(s) if necessary)*