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## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** TAP Acquisition, LLC

(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

DARREN M. SALVIN, ESQ.

(Name of Person)

TRANSAMERICAN AUTO PARTS CO., LLC

(Firm/Company)

801 W. ALTEZIA BLVD.

(Address)

COMPTON, CA 90220

(City/State and Zip Code)

SECRETARY OF STATE  
TALLAHASSEE, FL 32314

2006 APR 10 PM 12:25

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For further information concerning this matter, please call:

DARREN M. SALVIN at (310) 900-2667

(Name of Person)

(Area Code & Daytime Telephone Number)

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

- ☒ \$25 Filing Fee      ☐ \$30 Filing Fee & Certificate of Status      ☐ \$55 Filing Fee & Certified Copy      ☐ \$60 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO  
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

**SECTION I (1-3 must be completed)**

1. Name of limited liability company as it appears on the records of the Florida Department of State: TAP Acquisition, LLC
2. Jurisdiction of its organization: Delaware
3. Date authorized to do business in Florida: October 20, 2005

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the limited liability company, when was change effected under the laws of its jurisdiction of organization? 11-30-05
5. New name of the limited liability company: Transamerican Auto Parts Company, LLC
6. If the amendment changes the period of duration, indicate new period of duration:  
\_\_\_\_\_
7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:  
\_\_\_\_\_
8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:  
\_\_\_\_\_  
\_\_\_\_\_
9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Signature of a member or the authorized  
representative of a member

DARREN M. SALVIN  
Typed or printed name of signee

Filing Fee: \$25.00

2006 APR 10 PM 12:26  
SECRETARY OF STATE  
TALLAHASSEE FL 06105

FILED

MEMBER/  
SECRETARY

**State of California**  
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 1 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 16 2006

BRUCE McPHERSON  
Secretary of State

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**FILED**  
In the Office of the Secretary of State  
of the State of California

NOV 29 2005

CPH

**CERTIFICATE OF OWNERSHIP**

Gregory Adler and George Adler hereby certify that:

1. They are the president and the secretary, respectively of Transamerican Auto Parts Company, Inc., a California corporation (this "Corporation").
2. This Corporation owns 100 percent of the outstanding shares of TAP Delaware Corp., a Delaware corporation.
3. All of the shareholders and the board of directors of this Corporation each duly adopted the following resolutions:

RESOLVED, that this Corporation merge into TAP Delaware Corp., a Delaware Corporation ("Surviving Subsidiary Corporation"), its wholly-owned subsidiary corporation, and Surviving Subsidiary Corporation shall assume all of this Corporation's obligations pursuant to Section 1110 of the California Corporations Code.

RESOLVED, FURTHER, that each outstanding share of Voting Common Stock shall be converted into one share of Voting Common Stock of the Surviving Subsidiary Corporation; and that each outstanding share of Nonvoting Common Stock shall be converted into one share of Nonvoting Common Stock of the Surviving Subsidiary Corporation.

4. The board of directors of Surviving Subsidiary Corporation approved the merger as set forth herein.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: November 29, 2005

  
\_\_\_\_\_  
Gregory Adler, President

  
\_\_\_\_\_  
George Adler, Secretary



# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "TRANSAMERICAN AUTO PARTS COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

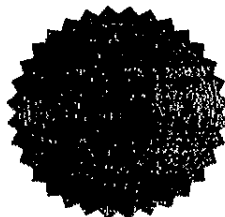
CERTIFICATE OF FORMATION, FILED THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2005, AT 4:54 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "TAP ACQUISITION, LLC" TO "TRANSAMERICAN AUTO PARTS COMPANY, LLC", FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 2005, AT 3:11 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "TRANSAMERICAN AUTO PARTS COMPANY, LLC".

4034689 8310

060245014



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4589320

DATE: 03-14-06