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L. SELLERS
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EXAMINER

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
AAMP OF FLORIDA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

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11 DEC 29 PM 4:57

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**ARTICLES AND CERTIFICATE OF MERGER
OF
AFTERMARKET ACQUISITION, LLC, a Delaware limited liability company,
INTO
AAMP OF FLORIDA, INC., a Florida corporation**

Pursuant to Section 607.1109 of the Florida Business Corporation Act (the "FL Act"), and Section 18-209 of the Delaware Limited Liability Company Act (the "DE Act"), the undersigned organizations hereby execute the following Articles and Certificate of Merger:

1. The name and jurisdiction of each merging entity are:

<u>Name of Merging Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Aftermarket Acquisition, LLC ("Aftermarket")	Delaware	Limited Liability Company
<u>Name of Surviving Company</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AAMP of Florida, Inc. ("AAMP")	Florida	Corporation

2. The name and jurisdiction of the surviving entity is AAMP of Florida, Inc., a Florida corporation.

3. The Agreement and Plan of Merger attached hereto as Exhibit A (the "Plan of Merger"), and incorporated herein by reference, sets forth the terms and conditions of the merger.

4. The Plan of Merger has been adopted (i) by the required consent of the sole member and the managers of Aftermarket in accordance with Section 18-209 of the DE Act, and (ii) by the required consent of the sole shareholder and the directors of AAMP in accordance with Section 607.1103 of the FL Act.

5. The effective time and date of the merger shall be the later of December 30, 2011, or the date in which the Articles and Certificate of Merger are filed with the Florida and Delaware Secretaries of State, respectively.

6. The Articles of Incorporation of AAMP, as now in force and effect, shall be its Articles of Incorporation following the merger.

7. The executed Plan of Merger is on file at the offices of AAMP located at 13160 56th Court, Clearwater, Florida 33760.

8. AAMP does hereby agree that it may be served with process in the State of Delaware in any action, suit, or proceeding for the enforcement of any obligation of Aftermarket. Further, AAMP does hereby irrevocably appoint the Delaware Secretary of State as its agent to accept service of process in any such action, suit, or proceeding, which service of process may be forwarded to AAMP at 13160 56th Court, Clearwater, Florida 33760.

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9. A copy of the Plan of Merger will be furnished by AAMP upon request and without cost to the sole member of Aftermarket or to the sole shareholder of AAMP.


*****Signature Page to Articles and Certificate of Merger Follows*****

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11 DEC 28 PM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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Entered into as of the 28th day of December, 2011.

AAMP OF FLORIDA, INC.

By: 
Name: Ronald Freeman
Its: Chief Executive Officer

AFTERMARKET ACQUISITION, LLC

By: 
Name: Ronald Freeman
Its: President

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EXHIBIT A

See attached Agreement and Plan of Merger.

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**AGREEMENT AND PLAN OF MERGER
OF
AFTERMARKET ACQUISITION, LLC, a Delaware limited liability company,
INTO
AAMP OF FLORIDA, INC., a Florida corporation**

This Agreement and Plan of Merger ("Plan of Merger") is entered into by AAMP of Florida, Inc., a Florida corporation, and Aftermarket Acquisition, LLC, a Delaware limited liability company, effective as of the date set forth below.

**ARTICLE 1.
MERGER OF COMPANIES**

1.1) Merging Companies. The names and addresses of the constituent companies are AAMP of Florida, Inc., a Florida corporation ("AAMP"), 13160 56th Court, Clearwater, Florida 33760, and Aftermarket Acquisition, LLC, a Delaware limited liability company ("Aftermarket"), 13160 56th Court, Clearwater, Florida 33760. The constituent companies shall be combined by the merger of Aftermarket with and into AAMP, with AAMP as the surviving company, pursuant to the applicable provisions of the Florida Business Corporation Act (the "FL Act") and the applicable provisions of the Delaware Limited Liability Company Act (the "DE Act") (the "Merger").

1.2) Surviving Company. The name and jurisdiction of the surviving company is AAMP of Florida, Inc., a Florida corporation (the "Surviving Company").

**ARTICLE 2.
MEANS OF EFFECTING REORGANIZATION AND
MERGER AND CONVERTING OWNERSHIP INTEREST**

2.1) The Merger. The Merger shall be effective on the later of December 30, 2011, or the date in which the Articles of Merger are filed with the Florida and Delaware Secretaries of State, respectively (the "Effective Time"). At the Effective Time, Aftermarket shall be merged with and into AAMP in accordance with the provisions of the FL Act and the provisions of the DE Act, whereupon the separate company existence of Aftermarket shall cease, and AAMP shall alone continue in existence as the Surviving Company. All transactions after the Effective Time shall be deemed transactions of and for the account of AAMP as the Surviving Company.

2.2) Succession. As of the Effective Time, AAMP shall succeed to and possess all rights, privileges, powers, franchises, assets, property, and immunities of both constituent companies. The title to any real property or any interest therein, vested by deed or otherwise, in either constituent company shall not revert or be in any way impaired by reason of the Merger. Further, all rights of creditors and all liens upon any property of either of the constituent companies shall be preserved unimpaired, limited in lien to the property affected by such liens at the Effective Time, and all debts, liabilities, and duties of either of the constituent companies shall become those of AAMP and may be enforced against it to the same extent as if such debts,

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liabilities, and duties had been incurred or contracted by AAMP.

2.3) Instruments of Further Assurance. If at any time after the Effective Time, the Surviving Company shall determine or be advised that any instrument of further assurance is needed in order to evidence the vesting in it of the title of Aftermarket to any of the property rights of Aftermarket, the appropriate officer of Aftermarket is hereby authorized to execute, to acknowledge, and to deliver all such instruments of further assurance, and to do all acts or things, in the name of Aftermarket, as may be required or desirable to carry out the provisions of this Plan of Merger.

2.4) Cancellation of Limited Liability Company Interests and Continuation of Shares.

(a) Aftermarket Units. Each limited liability company interest of Aftermarket held by the sole member of Aftermarket immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled.

(b) AAMP Shares. Each share of common stock of AAMP held by any person, whether as a shareholder of AAMP or otherwise, held immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, remain in existence.

**ARTICLE 3.
ORGANIZATION OF THE SURVIVING COMPANY**

3.1) Articles of Incorporation of the Surviving Company. The Articles of Incorporation of the Surviving Company shall be the existing Articles of Incorporation of AAMP in effect prior to the Effective Time until thereafter amended in accordance with applicable law.

3.2) Bylaws of the Surviving Company. The Bylaws of the Surviving Company shall be the Bylaws of AAMP in effect prior to the Effective Time.

3.3) Board of Directors and Officers of the Surviving Company. From and after the Effective Time, the members of the Board of Directors and the Officers of the Surviving Company shall be the members of the Board of Directors and the Officers of AAMP who were duly appointed and in place prior to the Effective Time.

*****Signature Page to Agreement and Plan of Merger Follows*****

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Entered into as of the 28th day of December, 2011.


AAMP OF FLORIDA, INC.

By: 

Name: Ronald Freeman

Its: Chief Executive Officer

AFTERMARKET ACQUISITION, LLC

By: 

Name: Ronald Freeman

Its: President

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