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CORPORATION(S) NAME

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Gary's Auto Salvage, Inc
merging into
Greenleaf Acquisitions, LLC

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- NonProfit
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- Foreign
- Limited Partnership
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- Limited Liability Partnership
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THANK YOU ! CONNIE BRYAN

ARTICLES OF MERGER
Merger Sheet

MERGING:

GARRY'S AUTO SALVAGE, INC. (550091)

INTO

GREENLEAF ACQUISITIONS, LLC, a Delaware entity, M99000000257

File date: May 20, 1999

Corporate Specialist: Buck Kohr

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ARTICLES OF MERGER

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The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and 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. Garry's Auto Salvage, Inc. 729 N. Beal Parkway Fort Walton Beach, FL 32549	Florida	Corporation
Florida Document/Registration Number: 550091		FEI Number: 59-1776284
2. Greenleaf Acquisitions, LLC The American Road Dearborn, Michigan 48121	Delaware	LLC
Florida Document/Registration Number: M99000000257		FEI Number: 38-3454720
3.		
Florida Document/Registration Number:		FEI Number:
4.		
Florida Document/Registration Number:		FEI Number:

(Attach additional sheet(s) if necessary)

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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>
<u>Greenleaf Acquisitions, LLC</u> <u>The American Road</u> <u>Dearborn, Michigan 48121</u>	<u>Delaware</u>	<u>LLC</u>

Florida Document/Registration Number: M99000000257 FEI Number: 38-3454720

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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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>
Garry's Auto Salvage, Inc.	Florida
Greenleaf Acquisitions, LLC	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Greenleaf Acquisitions, LLC	Delaware

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

Upon filing of the Articles of Merger, the Corporation shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

(Attach additional sheet(s) if necessary)

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FOURTH:

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

SEE ATTACHMENT

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

Effect on Membership interest. At the effective time of the Merger, each member of the Survivor shall continue to be a member of the Survivor with the same rights and ownership interests as immediately before the effective time of the Merger.

(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: N/A

If General Partner is a Non-Individual,

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

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ATTACHMENT

Effect on Stock: At the effective time, all of the shares of Garry's Auto Salvage, Inc. stock ("Company Stock") held by a holder immediately prior to the effective time will, by virtue of the Merger and without any action on the part of such holder thereof, be automatically converted into the right to receive the "Conversion Number of Ford Common Shares" plus a check or other payment of cash for any fractional shares. All certificates formerly representing outstanding shares of Company Stock will be deemed canceled and will represent only the right to receive such merger consideration. All shares of Company Stock held in treasury by the Company will be canceled and no Ford Common Shares will be delivered in exchange therefor. "Conversion Number of Ford Common Shares" is equal to 175,20443 shares of Ford Motor Company Common Stock for each share of Company Stock.

CERTIFICATE OF MERGER
OF
GARRY'S AUTO SALVAGE, INC.
INTO
GREENLEAF ACQUISITIONS, LLC

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The undersigned limited liability company

DOES HEREBY CERTIFY:

FIRST: That the names and states of formation of each of the constituent companies of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Garry's Auto Salvage, Inc.	Florida
Greenleaf Acquisitions, LLC	Delaware

SECOND: That the Agreement and Plan of Reorganization between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent companies in accordance with the requirements of Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: That the name of the surviving company of the merger is Greenleaf Acquisitions, LLC, a Delaware limited liability company.

FOURTH: That the Certificate of Formation of Greenleaf Acquisitions, LLC, a Delaware limited liability company, which is the surviving company, shall continue in full force and effect as the Certificate of Formation of the surviving company.

FIFTH: That the Agreement and Plan of Reorganization is on file at the principal place of business of the surviving company, the address of which is The American Road, Dearborn, Michigan 48121.

SIXTH: That a copy of the Agreement and Plan of Reorganization will be furnished, on request and without cost, to any stockholder or member of any constituent company.

SEVENTH: That this Certificate of Merger shall be effective upon filing.

Dated: May 20th, 1999

GREENLEAF ACQUISITIONS, LLC,
a Delaware limited liability company
By: Ford Motor Company, a Delaware corporation
Its: Member

By: Karen A. Lang
Its: Assistant Secretary