

M99000000 1434

CI Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
Fax 850 222 7615
Attn: Jeff Netherton

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-11/01/99- 01001--010

*****50.00 *****50.00

CORPORATION(S) NAME

Maroone Isuzu, LLC

merging: Maroone Isuzu, Inc.

W99-25027

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

99 OCT 29 PM 3:19
TALLAHASSEE, FLORIDA

FILED

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
Acknowledgement _____
W.P. Verifier _____

10/29/99

99 OCT 29 PM 3:35
TALLAHASSEE, FLORIDA
RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING: MAROONE ISUZU, INC., a Florida Corporation (S33713)

into

MAROONE ISUZU, LLC, a Delaware entity M99000001434

File date: October 29, 1999 , effective October 31, 1999

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 29, 1999

CT CORPORATION SYSTEM
ATTN; JEFF NETHERTON

SUBJECT: MAROONE ISUZU, LLC
Ref. Number: W99000025027

We have received your document for MAROONE ISUZU, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 399A00052128

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Please Re-File - Date
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[Signature]

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99 NOV -1 AM 11:50
TALLAHASSEE FLORIDA

**ARTICLES OF MERGER
OF
MAROONE ISUZU, INC.,
a Florida Corporation
WITH AND INTO
MAROONE ISUZU, LLC,
a Delaware Limited Liability Company**

Pursuant to the provisions of Section 607.1109 of the Florida Statutes, Maroone Isuzu, Inc., a Florida corporation, and Maroone Isuzu, LLC, a Delaware limited liability company, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

- (i) Maroone Isuzu, Inc., a Florida corporation (the "Merging Corporation"), and
- (ii) Maroone Isuzu, LLC, a Delaware limited liability company ("the Surviving Entity").

2. The Merging Corporation is hereby merged with and into the Surviving Entity and the separate existence of the Merging Corporation shall cease. The Surviving Entity is the surviving entity in the merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously and duly adopted by the Board of Directors and the sole shareholder of the Merging Corporation by joint unanimous written consent in lieu of holding special meetings of even date herewith, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes.

4. The Agreement and Plan of Merger was approved by the Surviving Entity and duly adopted by the sole member of the Surviving Entity by written consent of even date herewith, in accordance with the applicable laws of the State of Delaware.

The Merger shall become effective at the close of business on October 31, 1999.

The address of the Surviving Entity's principal office under the laws of Delaware is:
110 S.E. 6th Street, 20th Floor, Fort Lauderdale, Florida 33301.

The Surviving Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.

The Surviving Entity agrees to promptly pay to the dissenting shareholders of the Merging Corporation, the amount, if any, to which they are entitled under Florida Statutes Section 607.1302. There are no dissenting shareholders of the Merging Corporation, and there are no dissenting members of the Surviving Entity.

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99 OCT 29 PM 3:39
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

This Certificate of Merger has been executed on the 25th day of October 1999.

MAROONE ISUZU, LLC,
a Delaware limited liability company

By: CORPORATE PROPERTIES HOLDING,
INC., as sole member and authorized person

By: MAROONE ISUZU, INC.

By: _____

as authorized person

Name: _____

Title: _____

James Cole

Vice President

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") is made and entered into as of the 25 day of October, 1999, by and among the corporation identified as the Merging Corporation on the signature page hereof (the "**Merging Corporation**"), and the limited liability company identified as the Surviving Entity on the signature page hereof (the "**Surviving Entity**"). and the Surviving Entity's Sole Member identified on the signature page hereof.

WITNESSETH:

WHEREAS, the Surviving Entity has been organized for the purpose of continuing the business of the Merging Corporation subsequent to the Merger contemplated hereby and is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, pursuant to duly authorized action by their respective Board of Directors, Shareholders and Members, as applicable, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law; and

WHEREAS, the parties intend for the Merger to constitute a tax free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and Surviving Entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Delaware as the Surviving Entity.

2. **SURVIVING ENTITY.** At the Effective Time (as defined below) of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Delaware, with all of the rights and obligations as are provided by the Delaware Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Entity shall be as follows:

(a) **Certificate of Formation.** The Certificate of Formation of the Surviving Entity shall continue as the Certificate of Formation of the Surviving Entity.

(b) **Limited Liability Company Agreement.** The Limited Liability Company Agreement of the Surviving Entity shall continue as the Limited Liability Company Agreement of the Surviving Entity.

4. **MANNER AND BASIS OF CONVERTING SHARES.** At the Effective Time, (i) all of the issued and outstanding shares of capital stock of the Merging Corporation shall be surrendered to the Surviving Entity and canceled, and 6,50557 shares of the common stock of Corporate Properties Holding, Inc., a Delaware corporation, will be issued in exchange therefor to the current sole shareholder of the Merging Corporation, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same number of membership interests of the Surviving Entity, and in the same proportions, as they did prior to the Effective Time.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective board of directors, shareholders and members, as applicable, of the Merging Corporation and the Surviving Entity. The proper officers, managers or members of the Merging Corporation and the Surviving Entity, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective at the close of business on October 31, 1999 (the "Effective Time").

7. **MANAGERS.** The names and business addresses of the Managers of the Surviving Entity are set forth on Schedule 1 hereto.

8. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

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TELLAHUASSEE FLORIDA

SENT BY:

10-29-99 : 1:51PM :

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(d) . Counterparts. This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

[Signatures on the Next Page]

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CLERK OF DISTRICT COURT
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, Maroone Isuzu, Inc., a Florida corporation, which is the Merging Corporation, Maroone Isuzu, LLC, a Delaware limited liability company, which is the Surviving Entity, and Corporate Properties Holding, Inc., a Delaware corporation, as sole member of the Surviving Entity, have caused this Agreement to be entered into as of the date first above written.

CONSTITUENT ENTITIES:**MERGING CORPORATION:****MAROONE ISUZU, INC.**

By: [Signature]
Name: James Cole
Title: Vice President

SURVIVING ENTITY:**MAROONE ISUZU, LLC**

By: [Signature]
Name: James Cole, Manager

MEMBER OF SURVIVING ENTITY:**CORPORATE PROPERTIES HOLDING, INC.**

By: [Signature]
Name: James Cole
Title: Vice President

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99 OCT 29 PM 3:19
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SENT BY:

10-29-99 : 4:40PM :

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SCHEDULE 1
TO AGREEMENT AND PLAN OF MERGER

Name of Manager

Address

Thomas W. Hawkins

110 Southeast 6th Street
20th Floor
Fort Lauderdale, FL 33301

James O. Cole

110 Southeast 6th Street
20th Floor
Fort Lauderdale, FL 33301

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SHORT NOTICE STATE
TALLAHASSEE FLORIDA