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Richard J. Osterndorf
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Member Florida and
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June 29, 2000

Florida Dept. of State
Division of Corporations
Merger Division
409 East Gaines Street
Tallahassee, FL 32399

100003310111--3
-06/30/00--01062--001
*****70.00 *****70.00

RE: Darrell-Ford Mercury, Inc., North Carolina into
Auto Connection of Daytona, Inc., a Florida corporation

Gentlemen:

Enclosed please find Articles of Merger of Darrell-Ford Mercury, Inc., a North Carolina corporation into with Auto Connection of Daytona, Inc., a Florida corporation along with the Plan of Merger and our check in the sum of \$70.00 to cover the filing fee.

If you have any questions, comments or corrections, please call me immediately, collect if you must.

Very truly yours,

MaryEllen P. Osterndorf
MaryEllen P. Osterndorf

*Merger
7-14-00
ent*

FILED
00 JUN 30 AM 10:30
TALLAHASSEE, FLORIDA

MPO/ck

Enclosures

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

DARRELL-FORD MERCURY, INC., a non-qualified North Carolina corporation

INTO

AUTO CONNECTION OF DAYTONA, INC., a Florida entity, P00000052664.

File date: June 30, 2000

Corporate Specialist: Doug Spitler

ARTICLES
OF
MERGER OF
DARRELL-FORD MERCURY, INC., North Carolina corporation,
Into/with
AUTO CONNECTION OF DAYTONA, INC., a Florida corporation

FILED
00 JUN 30 AM 10:30
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between DARRELL-FORD MERCURY, INC., a North Carolina corporation and AUTO CONNECTION OF DAYTONA, INC., a Florida corporation.

Under §607.1105 of the Florida Business Corporation Act (the "FL Act"), and §55-11-05 of the North Carolina General Statutes (the "NC Act") DARRELL-FORD MERCURY, INC., and AUTO CONNECTION OF DAYTONA, INC. adopt the following Articles of Merger.

First: The Agreement and Plan of Merger dated June 28, 2000, between DARRELL-FORD MERCURY, INC. and AUTO CONNECTION OF DAYTONA, INC. was approved and adopted by the shareholders of DARRELL-FORD MERCURY, INC. on June 29, 2000 and was adopted by the shareholders of AUTO CONNECTION OF DAYTONA, INC., on June 29, 2000.

Second: Under the Plan of Merger, all issued and outstanding shares of DARRELL-FORD MERCURY, INC.'s stock will be acquired by means of a merger of DARRELL-FORD MERCURY, INC. into and with AUTO CONNECTION OF DAYTONA, INC., the surviving corporation ("Merger").

Third: The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth herein.

Fourth: Under §607.1105(1)(b) of the FL Act and §55-11-05 of the NC Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida and the Secretary of the State of North Carolina.

IN WITNESS WHEREOF, the parties have set their hands on this 29 day of June, 2000.

DARRELL-FORD MERCURY, INC.
(Merging Corporation)


Darrell P. Baggett, President

AUTO CONNECTION OF DAYTONA, INC.
(Surviving Corporation)


Darrell P. Baggett, President

**PLAN
OF
MERGER**

Merger between AUTO CONNECTION OF DAYTONA, INC. (hereinafter the "Surviving Corporation") and DARRELL-FORD MERCURY, INC. (hereinafter the "Disappearing Corporation") and collectively the "Constituent Corporations". This Merger is being effected under this Plan of Merger (the "Plan") in accordance with §607.1101, et. Seq. Of the Florida Business Corporation Act (the "FL Act") and §55-11-01 et.seq. of the North Carolina General Statutes (the "NC Act").

1. **Articles of Incorporation:** The Articles of Incorporation of Surviving Corporation as in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.
2. **Distribution to Shareholders of the Constituent Corporations:**
On the Effective Date, each share of the Disappearing Corporations common stock/other securities as enumerated that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of (or other consideration) in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the

Surviving Corporation's stock.

3. Satisfaction of Rights of Disappearing Corporation's

Shareholders: All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Shares: Fractional shares of Surviving Corporation's stock will not be issued. Former holders of Disappearing Corporation stock who would be entitled to receive fractional shares of Surviving Corporation's stock on the Effective Date shall receive cash in an amount determined as follows:

5. Effect of Merger: On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the FL Act and §55-11-01 of the NC Act.

6. Supplemental Action: If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of

Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and North Carolina Secretary of State and Effective Date: The Disappearing Corporation and Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, Surviving Corporation shall deliver and file such Articles of Merger with the Secretary of State of Florida and North Carolina, respectively. In accordance with §607.1105(1)(b) of the FL Act, the Articles of Merger shall specify the "Effective Date", which shall be the filing date of the Articles.

8. Amendment and Waiver: Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of

Directors of such party, or may be amended or modified in whole or part at any time before the vote of the shareholders of Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the FL Act.

9. Termination: At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties have set their hands on this

29 day of June, 2000.

DARRELL-FORD MERCURY, INC.


Darrell P. Baggett, President

AUTO CONNECTION OF DAYTONA, INC.


Darrell P. Baggett, President