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(Requestor's Name)

(Address)

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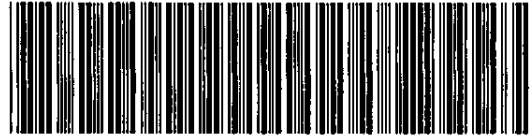
(Business Entity Name)

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SECRETARIAT OF THE
STATE OF FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WILLIAM WALLACE ENTERPRISES, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Thomas M. Stanley, Esq.

Contact Person

MacMillan & Stanley, PLLC

Firm/Company

29 NE 4th Avenue

Address

Delray Beach, FL 33483

City, State and Zip Code

tom@macmillanstanley.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tom Stanley

Name of Contact Person

at (561) 276-6363

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

\$ 35.00 - SCORP
25.00 - LLC

\$ 60.00

FILED
12 DEC 31 PM 12:07
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**ARTICLES OF MERGER
FLORIDA LLC TO FLORIDA PROFIT CORPORATION**

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 617.0302, 608.4382, 620.2108 and/or 620.8918, Florida Statutes. This is a cross entity merger.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	Name and Street Address	Jurisdiction	Entity Type
1.	WALLACE CADILLAC PONTIAC, LLC 5555 S. U.S. Highway 1 Fort Pierce Fl 34982	Florida	limited liability company
	Florida Document/Registration Number: L05000100766		FEI Number: 203647662
2.	WILLIAM WALLACE ENTERPRISES, INC. 5555 SOUTH US HIGHWAY ONE FT. PIERCE FL 34982	Florida	profit corporation
	Florida Document/Registration Number: P00000064116		FEI Number: 651023153

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving party** are as follows:

	Name and Street Address	Jurisdiction	Entity Type
1.	WILLIAM WALLACE ENTERPRISES, INC. 5555 SOUTH US HIGHWAY ONE FT. PIERCE FL 34982	Florida	profit corporation
	Florida Document/Registration Number: P00000064116		FEI Number: 651023153

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1109, 617.0302, 608.4382, 620.2108 and/or 620.8918, 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 entities that are parties 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.

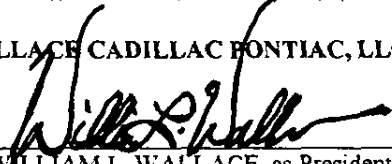
EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company or the regulations, articles of incorporation, and bylaws on any corporation that is a party to the merger.

NINTH: The merger shall become effective as of: **December 31, 2012**

TENTH: The Articles of Merger comply and were executed in accordance with the laws of Florida, which is each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

WALLACE CADILLAC PONTIAC, LLC, a Florida limited liability company

By: 
WILLIAM L. WALLACE, as President
of Wallace Automotive Management
Corporation, Managing Member

By: 
WILLIAM L. WALLACE, Member

WILLIAM WALLACE ENTERPRISES, INC., a Florida corporation

By: 
WILLIAM L. WALLACE, its President

PLAN OF MERGER
(This is a cross entity 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>
1. WALLACE CADILLAC PONTIAC, LLC	Florida
2. WILLIAM WALLACE ENTERPRISES, INC.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
WILLIAM WALLACE ENTERPRISES, INC.	Florida

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

The respective board of directors, owners, officers, managers, and members of WALLACE CADILLAC PONTIAC, LLC, and WILLIAM WALLACE ENTERPRISES, INC. have determined that it is advisable that WALLACE CADILLAC PONTIAC, LLC shall be merged with and into WILLIAM WALLACE ENTERPRISES, INC.(the "Merger"), with WILLIAM WALLACE ENTERPRISES, INC., continuing as the surviving corporation in the Merger (the "Surviving Entity") pursuant and subject to the terms and conditions of this Merger and applicable law.

FOURTH:

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

On the Effective Date, (1) the separate existence of WALLACE CADILLAC PONTIAC, LLC, shall cease, and this entity shall be merged with and into WILLIAM WALLACE ENTERPRISES, INC., which shall thereafter be the Surviving Entity; (2) all the rights, properties and assets, whether real property, personal property or mixed, of WALLACE CADILLAC PONTIAC, LLC, and all debts due to any of them, shall be vested in WILLIAM

WALLACE ENTERPRISES, INC., the Surviving Entity. The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of the merged entity, namely WALLACE CADILLAC PONTIAC, LLC.

FIFTH: The surviving entity is WILLIAM WALLACE ENTPRISES, INC., a Florida corporation. This is a Florida profit corporation. The name and business address of each officer is as follows:

Title PT

WALLACE, WILLIAM L
189 S BEACH RD
HOBE SOUND FL 33455

Title VPS

SMITH, D LEE
175 DOVE CIRCLE
ROYAL PALM BEACH FL 33411

Title SECR

POWELL, JUDITH L
494 KRUEGER CREEK PLACE
STUART FL 34996

Note: There is no change in the officers and directors of the surviving entity.

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

All entities subject to this cross entity merger are organized under the laws of the State of Florida.

SEVENTH: Other provisions, if any, relating to the merger.