

Division of Corporations

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P000000 95630

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

GULFVIEW IMPORTS, INC.

Certificate of Status	0
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Estimated Charge	\$70.00

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GULFVIEW AUTOMOTIVE SERVICE CENTER, INC., a Florida corporation,
document number P94000065573

INTO

GULFVIEW IMPORTS, INC., a Florida entity, P00000095630.

File date: January 30, 2001 , effective January 31, 2001

Corporate Specialist: Karen Gibson

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ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging **GULFVIEW AUTOMOTIVE SERVICE CENTER, INC.**, a Florida corporation, into **GULFVIEW IMPORTS, INC.**, a Florida corporation d/b/a Gulfview Mitsubishi.

1. A copy of the Agreement and Plan of Merger (the "**Plan**") is attached hereto as Exhibit A and incorporated herein by this reference.

2. This merger shall become effective on January 31, 2001.

3. The Plan was approved and adopted by the shareholders and Board of Directors of **GULFVIEW AUTOMOTIVE SERVICE CENTER, INC.**, on January 2, 2001.

4. The Plan was approved and adopted by the Board of Directors of **GULFVIEW IMPORTS, INC.**, on January 2, 2001 and the approval of the shareholders of **GULFVIEW IMPORTS, INC.**, was not required.

IN WITNESS WHEREOF, the undersigned corporations have executed these Articles of Merger by and through their respective duly authorized officers this 26th day of JAN, 2001.

**GULFVIEW AUTOMOTIVE SERVICE
CENTER, INC.**

By: Leon Kreisler
Leon Kreisler, President

GULFVIEW IMPORTS, INC.

By: Leon Kreisler
Leon Kreisler, President

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
1-31-01

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AGREEMENT AND PLAN OF MERGER

This **AGREEMENT AND PLAN OF MERGER** (this "Plan") is adopted this 26th day of January, 2001, by **GULFVIEW IMPORTS, INC.**, a Florida corporation d/b/a Gulfview Mitsubishi ("Imports"), and **GULFVIEW AUTOMOTIVE SERVICE CENTER, INC.**, a Florida corporation ("Service").

WHEREAS, to achieve administrative and operating economies, and to eliminate duplicative overhead expenses, and other good and valid business reasons, Imports and Service desire to merge on the terms hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing premises, Imports and Service hereby agree as follows:

1. **The Merger.**

(a) **Effect of Merger.** On the Effective Date (as defined in paragraph 3(a) of this Plan), Service will be merged with and into Imports pursuant to and in accordance with Section 607.1101 of the Florida Business Corporation Act and Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended. The separate existence of Service shall thereupon cease, and Imports, as the surviving corporation, shall be fully vested in the rights, privileges, immunities, powers and franchises of Service, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Business Corporation Act.

(b) **Further Assurances.** From time to time as and when requested by Imports or its successors or assigns, the officers and directors of Service last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise Imports' title to, and possession

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of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Service, and otherwise to carry out the purposes of this Plan.

(c) Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of Imports, as amended and in effect immediately prior to the Effective Date shall, without any amendments, be the Articles of Incorporation and Bylaws of the surviving corporation until further amended as provided by law.

(d) Officers and Directors. The officers and directors of Imports in office on the Effective Date shall remain the officers and directors of the surviving corporation for their remaining term and until their successors are duly appointed and qualify.

2. Treatment of Shares.

(a) Imports. Each share of capital stock of Imports issued and outstanding prior to the Effective Date and all rights in respect thereof shall be unaffected by the merger and shall, upon the Effective Date, remain issued and outstanding, fully paid and non-assessable.

(b) Service.

(i) On the Effective Date, each share of capital of Service issued and outstanding immediately prior to the Effective Date will, by virtue of the merger and without any action on the part of Imports, be canceled.

(ii) After the Effective Date, no share of capital stock of Service will be deemed to be issued or outstanding or to have any rights.

(c) Surrender of Certificates. On or after the Effective Date, the holders of outstanding common stock of Service will surrender to the surviving corporation the certificates evidencing their issued and outstanding capital stock of Service for cancellation.

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3. General Provisions.


(a) Effective Date. The merger of Service into Imports will become effective (the "Effective Date") at 12:01 a.m. on January 31, 2001.

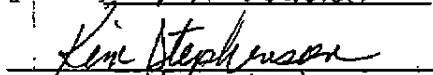
(b) Choice of Law. This Plan shall be governed by, and construed and enforced in accordance with, the laws of Florida, excluding the laws of Florida relating to the resolution of conflicts among laws of different jurisdictions.


(c) 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 (subject to contractual rights, if any) by the Board of Directors of either party hereto, notwithstanding favorable action by the shareholders of the respective constituent corporations.

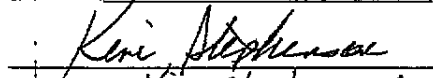
IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first written above.

WITNESSES:

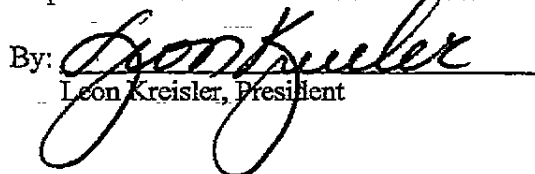

[print name] R.K. Baicher


[print name] Kim Stephenson

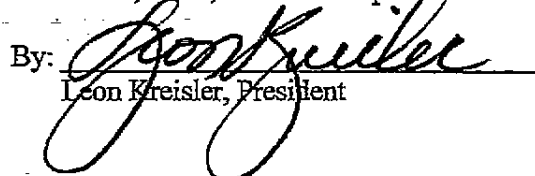

[print name] R.K. Baicher


[print name] Kim Stephenson

GULFVIEW IMPORTS, INC., a Florida corporation d/b/a Gulfview Mitsubishi

By: 
Leon Kreisler, President

GULFVIEW AUTOMOTIVE SERVICE CENTER, INC., a Florida corporation

By: 
Leon Kreisler, President

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