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MERGER OR SHARE EXCHANGE
AUTO MARKETING ACQUISITIONS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Merger

ARTICLES OF MERGER
Merger Sheet

MERGING:

AUTO MARKETING SERVICES, INC., a North Carolina corporation not qualified
to transact business in the State of Florida

INTO

AUTO MARKETING ACQUISITIONS, INC., a Florida entity, P01000022232

File date: March 13, 2001

Corporate Specialist: Darlene Connell

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STATE OF FLORIDA
ARTICLES OF MERGER
OF
AUTO MARKETING SERVICES, INC.
a North Carolina corporation
INTO
AUTO MARKETING ACQUISITIONS, INC.
a Florida corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to Florida Statutes Section 607.1105 entitled "Merger" and Section 607.1107 entitled "Merger or share exchange with foreign corporations, the undersigned corporations adopt the following Articles of Merger:

FIRST: The Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the board of directors and shareholders of AUTO MARKETING SERVICES, INC., a North Carolina corporation (the "Merged Corporation"), on March 13th, 2001. The Plan of Merger was adopted by the Board of Directors of AUTO MARKETING ACQUISITIONS, INC., a Florida corporation (the "Surviving Corporation"), on March 13th, 2001. Approval of the shareholders of the Surviving Corporation is not required pursuant to Florida Statutes Sections 607.1101 and 607.1103(7).

SECOND: The name of the Surviving Corporation is: AUTO MARKETING ACQUISITIONS, INC.

THIRD: The Effective Date and Time of these Articles of Merger shall be the date these Articles of Merger are filed with the State of Florida in accordance with Florida Statutes Chapter 607.

FOURTH: At the Effective Date, the following actions will occur in accordance with the Plan of Merger:

a. The Merged Corporation shall be merged with and into the Surviving Corporation (hereinafter, the "Merger").

b. The Articles of Incorporation and Bylaws of the Surviving Corporation as in effect immediately prior to the Effective Date shall thereafter continue in full force and effect as the Articles of Incorporation and Bylaws of the Surviving Corporation until altered or amended as provided therein or by law.

c. The currently issued and outstanding shares of common stock of the Surviving Corporation owned by its shareholders immediately prior to the Merger shall remain as the issued and outstanding common stock of the Surviving Corporation after the Merger.

d. All of the shares of common stock of the Merged Corporation issued and outstanding immediately prior to the Effective Date shall automatically be converted into such number of shares of the Surviving Corporation as set forth in the attached Plan of Merger.

FIFTH: The Merger is permitted by the laws of the state in which each foreign constituent corporation is incorporated and each foreign constituent corporation has complied with that law in effecting the Merger.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 13th day of March, 2001.

Merged Corporation:

AUTO MARKETING SERVICES, INC., a North Carolina corporation

By: Steven R. Pescatore
Name: Steven R. Pescatore
Title: President

Surviving Corporation:

AUTO MARKETING ACQUISITIONS, INC., a Florida corporation

By: Steven R. Pescatore
Name: Steven R. Pescatore
Title: President

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Exhibit A

AGREEMENT AND PLAN OF MERGER

of

AUTO MARKETING SERVICES, INC.,
a North Carolina corporation,

with and into

AUTO MARKETING ACQUISITIONS, INC.
a Florida corporation

This **PLAN OF MERGER** (hereinafter called the "Plan") dated as of and effective the 13th day of March 2001 by and between **AUTO MARKETING SERVICES, INC.**, a corporation organized and existing under the laws of the State of North Carolina ("AMS") and **AUTO MARKETING ACQUISITIONS, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Company" or "Surviving Corporation").

ARTICLE I

Corporate Existence of the Surviving Corporation

On the "Effective Date" (as defined below) of the merger (the "Merger"), AMS shall be merged with and into the Company, and the Company shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of AMS shall be merged with and into the Company and the Company shall be fully vested therewith. The separate existence of AMS, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger whereupon Company and AMS shall be and become one single corporation.

ARTICLE II

Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation shall without any changes continue as the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

ARTICLE III

Conversion and Exchange of Shares

In respect of the Merger of AMS into the Surviving Corporation, each share of common stock of AMS outstanding immediately on the Effective Date of the Merger shall be converted into and shall become one (1) share of common stock of the Surviving Corporation. Each share of common stock of the Surviving Corporation issued and outstanding immediately on the Effective Date of the Merger shall continue as outstanding shares of the Surviving Corporation's capital stock.

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ARTICLE IV
Supplemental Action

If at any time after the Effective Date the 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 AMS, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the 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 the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

ARTICLE V
Effective Date of Merger

The Effective Date of the Merger shall be the date that the Articles of Merger is filed with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

AUTO MARKETING SERVICES, INC., a
North Carolina corporation

By: Steven R. Pescatore
Name: Steven R. Pescatore
Title: President

AUTO MARKETING ACQUISITIONS,
INC., a Florida corporation

By: Steven R. Pescatore
Name: Steven R. Pescatore
Title: President

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