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Please see Cover sheet
(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

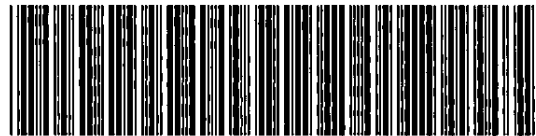
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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07 AUG - 1 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION

BLANK & MEENAN, P.A.

ATTORNEYS AT LAW

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**Member of the Florida and District of Columbia Bars
***Florida Bar Certified in City, County and Local Government Law
**** Certified Civil Mediator
*****Member of Florida and Texas Bars
*Not a Member of the Florida Bar & Not an Attorney

(Julie)
Please call
when ready

August 1, 2007

Florida Secretary of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Via Hand Delivery

FILED
07 AUG - 1 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Articles of Merger for Chrysler Service Contracts Florida, Inc. and
DaimlerChrysler Service Contracts Florida, LLC; Plan of Merger
of DaimlerChrysler Service Contracts Florida LLC and Chrysler
Service Contracts Florida, Inc.

Dear Sir/Madam:

We enclose for filing the original and one copy of the Articles of Merger for Chrysler Service Contracts Florida, Inc. and DaimlerChrysler Service Contracts Florida, LLC and Plan of Merger of DaimlerChrysler Service Contracts Florida LLC and Chrysler Service Contracts Florida, Inc. Also enclosed is a check in the amount of \$43.75 for the filing fee. This check includes the filing fee of \$35.00 and the certified copy fee of \$8.75. We request a certified copy of the documents submitted be sent to us.

We request that you file these documents, and provide us with the certified copy on an expedited basis if possible. If you are unable to provide the documents on an expedited basis, please contact me or my assistant, Julie McDaniel, at the above number when the documents are ready to be picked up.

We appreciate your assistance in this matter.

Very truly yours,

Miriam O. Victorian

Miriam O. Victorian

MOV/jm

cc: Timothy J. Meenan
Shirley Kerns

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Chrysler Service Contracts Florida, Inc.
(Name of Surviving Party)

FILED
07 AUG -1 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return all correspondence concerning this matter to:

Miriam O. Victorian

(Contact Person)

Blank & Meenan, P.A.

(Firm/Company)

204 South Monroe Street

(Address)

Tallahassee, Florida 32301

(City, State and Zip Code)

For further information concerning this matter, please call:

Miriam O. Victorian

(Name of Contact Person)

at (850) 681-6710

(Area Code and Daytime Telephone Number)

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

ARTICLES OF MERGER
FOR
CHRYSLER SERVICE CONTRACTS FLORIDA, INC.
AND
DAIMLERCHRYSLER SERVICE CONTRACTS FLORIDA, LLC

L02000002979

FILED
07 AUG -1 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following For Profit Corporation and Limited Liability Company in accordance with s. 607.1109, Florida Statutes

FIRST:

The exact name, form/entity type, and jurisdiction for each **merging party** is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DaimlerChrysler Service Contracts Florida, LLC	Florida	Limited Liability Company
Chrysler Service Contracts Florida, Inc.	Florida	For Profit Corporation

SECOND:

The exact name, form/entity type, and jurisdiction of the **surviving party** is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Chrysler Service Contracts Florida, Inc.	Florida	For Profit Corporation

THIRD:

The attached plan of merger was approved by DaimlerChrysler Service Contracts Florida LLC, a limited liability company, and Chrysler Service Contracts Florida, Inc., a domestic corporation who are parties to the merger in accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes.

FOURTH:

The attached plan of merger was approved by DaimlerChrysler Service Contracts Florida LLC and Chrysler Service Contracts Florida, Inc. in accordance with Florida law.

FIFTH:

The effective date of the merger is the date of filing of Articles of Merger with the Florida Secretary of State.

SIXTH:

Chrysler Service Contracts Florida, Inc. is incorporated under the laws of the state of Florida.

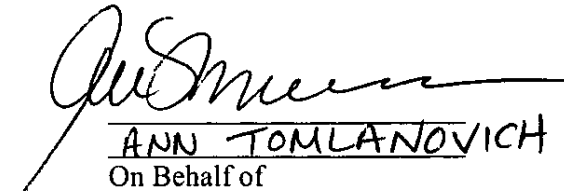
SEVENTH:

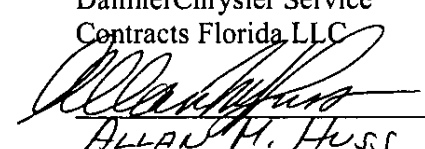
Chrysler Service Contracts Florida, Inc. agrees to pay any members with appraisal rights the amount, to which such members are entitled under sections 608.4351 – 608.43595, Florida Statutes.

EIGHTH:

Chrysler Service Contracts Florida, Inc. is a Florida corporation with a Florida registered agent for service of process.

Executed by the following persons with authority to act on behalf of DaimlerChrysler Service Contracts Florida LLC and Chrysler Service Contracts Florida, Inc.


ANN TOMLANOVICH
On Behalf of
DaimlerChrysler Service
Contracts Florida LLC


ALLAN H. HUSS
On Behalf of Chrysler
Service Contracts Florida, Inc.

**PLAN OF MERGER OF DAIMLERCHRYSLER SERVICE
CONTRACTS FLORIDA LLC AND CHRYSLER SERVICE
CONTRACTS FLORIDA, INC.**

The following is the Plan of Merger of **Daimler Chrysler Service Contracts Florida, LLC** and **Chrysler Service Contracts Florida, Inc.**

I. Identity of Merging Party

The exact name, form/entity type, and jurisdiction for the merging party is as follows:

**Daimler Chrysler Service Contracts Florida LLC
Limited Liability Company
Formed in Florida**

II. Identity of Surviving Party

The exact name, form/entity type, and jurisdiction for the surviving party is as follows:

**Chrysler Service Contracts Florida, Inc.
For Profit Corporation
Formed in Florida**

III. Terms and Conditions of Merger

The following are the terms and conditions of the merger:

Chrysler Service Contracts Florida, Inc. will assume responsibility for and take over any motor vehicle service agreements which **DaimlerChrysler Service Contracts Florida LLC** may have in force and effect at the time of the merger. The assumption of responsibility for said contracts by **Chrysler Service Contracts Florida, Inc.** will include assuming all liability for performance of any agreements contained and described in any motor vehicle service agreement sold to a service contract holder in Florida by **DaimlerChrysler Service Contracts Florida LLC**, including the payments of any claims covered by said agreements which are made by the service contract holder pursuant to the terms of the contract, any refund of unearned premiums/sales contract price as defined in Chapter 634, Part I, Florida Statutes, and any other liabilities of **DaimlerChrysler Service Contracts Florida LLC** incurred prior to the merger pursuant to said motor vehicle service contracts. To date, **DaimlerChrysler Service Contracts Florida, LLC** has sold no motor vehicle service contracts and has no assets or liabilities to transfer.

IV. Conversion of Property, Obligations, Rights, Interests

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

All interests, shares, obligations, or other securities of **DaimlerChrysler Service Contracts Florida LLC** will be automatically be converted *en toto* as of the date of this merger into equal interests, shares, obligations, or other securities of **Chrysler Service Contracts Florida, Inc.** All necessary documents indicating the transfer of said interests, obligations, or other securities from **DaimlerChrysler Service Contracts Florida LLC** to **Chrysler Service Contracts Florida, Inc.** will be prepared, executed and filed with the proper state and federal authorities, as necessary, by the date of the merger

B.) The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations, or other securities of the survivor, in whole or in part, into case or other property is as follows:

The right to acquire the interests, shares, obligations or other securities of **DaimlerChrysler Service Contracts Florida LLC** and **Chrysler Service Contracts Florida, Inc.** shall be as outlined in the by-laws of the surviving entity **Chrysler Service Contracts Florida, Inc.** as of the date of the merger.

V. General Partners

No partnership entity is the surviving business entity as a result of this merger.

VI. Limited Liability Company

No limited liability company is the surviving business entity as a result of this merger.

VII. Other Statements Required by Law

There are no other statements required by law.

VII. Other provisions of the Merger

There are no other provisions of the merger.