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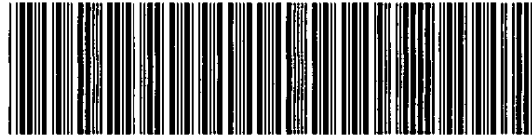
(Business Entity Name)

(Document Number)

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09 JUL 31 PM 1:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger
8/6/09
TL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DealerTrack AAX, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Robert Griswold

(Contact Person)

DealerTrack, Inc

(Firm/Company)

1111 Marcus Ave, Suite M04

(Address)

Lake Success, NY 11042

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert Griswold

(Name of Contact Person)

At (516) 734-3921

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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

Articles of Merger

(Profit Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: Surviving Corporation. The surviving corporation shall be DealerTrack AAX, Inc., a Delaware corporation, found under file number 4647614.

Second: Merging Corporation. The merging corporation shall be American Auto Exchange, Inc., a Florida Corporation, found under document number P08000093316.

Third: Plan of Merger. The Plan of Merger is attached.

Fourth: Effective Date. The merger shall become effective on the date the Articles of Merger are filed with the Florida Secretary of State.

Fifth: Approval of DealerTrack AAX, Inc. The plan of merger was adopted by the board of directors of the surviving corporation, DealerTrack AAX, Inc. on July 27, 2009. Shareholder approval was not required.

Sixth: Approval of American Auto Exchange, Inc. The plan of merger was adopted by the board of directors of the merging corporation, American Auto Exchange, Inc. on July 27, 2009. Shareholder approval was not required.

Seventh: Merger Between Foreign and Domestic Corporations. The merger of a domestic Florida corporation into a foreign Delaware corporation is allowed under the laws of Delaware in accordance with Delaware Code Title 8, General Corporation Law § 252(a). Furthermore, DealerTrack AAX, Inc. will comply with the laws of Delaware in completing the merger.

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TALLAHASSEE FLORIDA

Signatures of Each Corporation:

DealerTrack AAX, Inc.

Gary N. Papilsky
(Director, Secretary)



(Signature)

7-27-09

(Date)

American Auto Exchange, Inc.

Gary N. Papilsky
(Director, Secretary)



(Signature)

7-27-09

(Date)

Plan of Merger

(Merger of Subsidiary Corporation)

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes and with the laws of any other jurisdiction of incorporation.

First: Parent Corporation. DealerTrack AAX, Inc., which is incorporated under the laws of Delaware, is the parent company and is the surviving company and owns at least 80% of the outstanding shares of the subsidiary corporation.

Second: Subsidiary Corporation. American Auto Exchange, Inc., which is incorporated under the laws of Florida, is the subsidiary company and is the merging company.

Third: Conversion of Shares. Prior to the Effective Date, one hundred percent (100%) of the issued and outstanding capital stock of American Auto Exchange, Inc. shall be vested in and held of record by DealerTrack AAX, Inc. Accordingly, by virtue of the Merger and without any action by the holder thereof:

(a) Each share of DealerTrack AAX, Inc. stock outstanding immediately prior to the Effective Date shall remain one share of DealerTrack AAX, Inc. stock at the Effective Date without the issuance or exchange of new shares or share certificates;

(b) All share ownership in American Auto Exchange, Inc. outstanding immediately prior to the Effective Time shall be cancelled at the Effective Time, and no cash, shares, property or other form of consideration shall be delivered in exchange therefor and the certificates representing such shares shall be surrendered for cancellation to American Auto Exchange, Inc.

Fourth: DealerTrack AAX, Inc., the parent corporation, is also the surviving corporation.

Fifth: Appraisal Rights. There are no shareholders of American Auto Exchange who would be entitled to vote but for section 607.1104, Florida Statutes, and who dissent from the merger pursuant to section 607.1321, Florida Statutes.