

P35153

May 7, 2002

Bank of America



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 MAY 10 PM 3:12

Bank of America
Legal Department
NC1-002-29-01
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Charlotte, NC 28255

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704.386.7483

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed for filing are one original and one copy of Articles of Merger.

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-05/09/02--01079--022
****210.00 ****210.00

Also enclosed is our check in the amount of \$210.00 in payment of the filing fee (6 corporations @ \$35.00 each).

Please return a file-stamped copy of the Articles to my attention in the enclosed overnight courier envelope.

If you have any questions, please contact me at 704/386-7483. Thank you for your assistance.

Best regards,

Brenda Mareski, CLA
Assistant Vice President

Enclosures

Merger

V SHEPARD MAY 16 2002



ARTICLES OF MERGER
Merger Sheet

MERGING:

USA AUTO MALL, INC., a New York corporation not qualified in Florida

USA AUTO MALL OF FLORIDA, INC., a Florida corporation S68928

USA AUTO MALL OF NEW JERSEY, INC., a New Jersey corporation not qualified in Florida.

USA AUTO MALL OF NEW YORK, INC., a New York corporation not qualified in Florida

PRICE AUTO OUTLET OF CALIFORNIA, INC., a California corporation not qualified in Florida

into

CENTREX CAPITAL CORP., a New York entity P35153

File date: May 10, 2002

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER
(Profit Corporations)

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

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Centrex Capital Corp.	New York

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
USA Auto Mall, Inc.	New York
USA Auto Mall of Florida, Inc.	Florida
USA Auto Mall of New Jersey, Inc.	New Jersey
USA Auto Mall of New York, Inc.	New York
Price Auto Outlet of California, Inc.	California

Third: The Plan of Merger is attached.


Fourth: The merger shall become effective on May 10, 2002.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on March 31, 2002.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations on March 31, 2002.

Seventh: SIGNATURES FOR EACH CORPORATION

These Articles of Merger may be executed in any number of counterparts, each of which shall be an original document, but which, when taken together, shall constitute one and the same instrument.

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Centrex Capital Corp.		Craig R. Rosato, Senior Vice President
USA Auto Mall, Inc.	_____	Frances A. Piccirilli, President
USA Auto Mall of Florida, Inc.	_____	Frances A. Piccirilli, President
USA Auto Mall of New Jersey, Inc.	_____	Frances A. Piccirilli, President
USA Auto Mall of New York, Inc.	_____	Frances A. Piccirilli, President
Price Auto Outlet of California, Inc.	_____	Frances A. Piccirilli, President

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<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Centrex Capital Corp.	_____	Craig R. Rosato, Senior Vice, President
USA Auto Mall, Inc.	<u>Frances A. Piccirilli</u>	Frances A. Piccirilli, President
USA Auto Mall of Florida, Inc.	<u>Frances A. Piccirilli</u>	Frances A. Piccirilli, President
USA Auto Mall of New Jersey, Inc.	<u>Frances A. Piccirilli</u>	Frances A. Piccirilli, President
USA Auto Mall of New York, Inc.	<u>Frances A. Piccirilli</u>	Frances A. Piccirilli, President
Price Auto Outlet of California, Inc.	<u>Frances A. Piccirilli</u>	Frances A. Piccirilli, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Centrex Capital Corp.	New York

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
USA Auto Mall, Inc.	New York
USA Auto Mall of Florida, Inc.	Florida
USA Auto Mall of New Jersey, Inc.	New Jersey
USA Auto Mall of New York, Inc.	New York
Price Auto Outlet of California, Inc.	California

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

- (a) Upon the Merger becoming effective, the Merging Corporations shall be merged with CENTREX CAPITAL CORP., which shall be the surviving corporation.
- (b) The Articles of Incorporation of CENTREX CAPITAL CORP. in effect at the time of the Merger shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.
- (c) The bylaws of CENTREX CAPITAL CORP. as they shall exist at the time of the Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
- (d) The directors and officers of CENTREX CAPITAL CORP. shall continue in office upon and after the time of the Merger.
- (e) The Merger shall become effective upon the filing of the Articles of Merger or on such other date and time as the officers of the surviving corporation shall deem appropriate.

Fourth:

The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- (a) Each share of capital stock of CENTREX CAPITAL CORP. issued and outstanding at the time of the Merger shall remain issued and outstanding.
- (b) Each share of capital stock of the Merging Corporations issued and outstanding at the effective time of the Merger shall be cancelled and no consideration shall be issued or paid with respect thereto.