



THE UNITED STATES CORPORATION COMPANY

P92000000784

FILED
MAY -7 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 232356 8796A
AUTHORIZATION : Patricia Pizjts
COST LIMIT : \$ 78.75

ORDER DATE : May 7, 1999
ORDER TIME : 2:19 PM
ORDER NO. : 232356-005
CUSTOMER NO: 8796A

100002868311--7

CUSTOMER: Ms. Lina Angelici
Schifino & Fleischer
One Tampa City Center, #2700
201 North Franklin Street
Tampa, FL 33602

Merger

ARTICLES OF MERGER

ACE ACQUISITION CORP.

INTO

THE PARTS SOURCE, INC.

REC'D
MAY -7 PM 2:28
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds
EXAMINER'S INITIALS:

JOR
5/7/99

ARTICLES OF MERGER
Merger Sheet

MERGING:

ACE ACQUISITION CORPORATION, a Florida corporation P99000040208

INTO

THE PARTS SOURCE, INC., a Florida corporation, P92000000784

File date: May 7, 1999

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 43.75

ARTICLES OF MERGER
OF
ACE ACQUISITION CORP., a Florida Corporation,
into
THE PARTS SOURCE, INC., a Florida Corporation

FILED
99 MAY -7 PM 4:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER between Ace Acquisition Corp, a Florida corporation ("Ace Acquisition Corp") and The Parts Source, Inc., a Florida corporation ("The Parts Source").

Under §607.1105 of the Florida Business Corporation Act (the "Act"), AAC and The Parts Source adopt the following Articles of Merger:

1. The Stock Purchase Agreement dated February 16, 1999 ("Plan of Merger"), by and among Thomas D. Cox, Robert A. Cox, The Parts Source, and General Parts, Inc., a North Carolina corporation, ("General Parts") was approved and adopted by General Parts, in its capacity as the sole shareholder of ACC, on May 7, 1999, and it was adopted by the shareholders of The Parts Source on May 7, 1999.

2. Under the Plan of Merger, all issued and outstanding shares of ACC's stock will be acquired by means of a merger of ACC into The Parts Source with The Parts Source being the surviving corporation ("Merger").

3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.

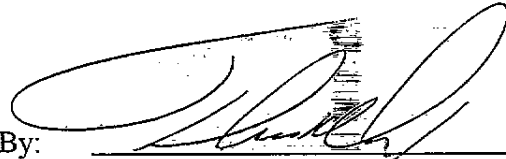
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands on this 7th day of May, 1999.

ATTEST:

ACE ACQUISITION CORP.
a Florida corporation

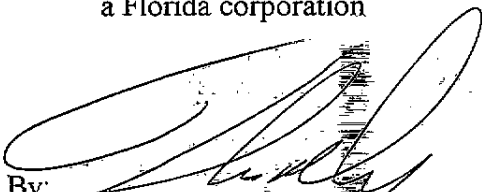
(Corporate Seal)

By: 
Thomas D. Cox, Vice President

ATTEST:

THE PARTS SOURCE, INC.
a Florida corporation

(Corporate Seal)

By: 
Thomas D. Cox, President

PLAN OF MERGER
OF
ACE ACQUISITION CORP., a Florida Corporation,
into
THE PARTS SOURCE, INC., a Florida Corporation

Merger between The Parts Source, Inc., a Florida corporation (the "Surviving Corp.") and Ace Acquisition Corp., a Florida corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 *et seq.* of the Florida Business Corporation Act (the "Act") and pursuant to the Stock Purchase Agreement (the "Stock Purchase Agreement") dated as of February 16, 1999, by and among Thomas D. Cox and Robert A. Cox, the Surviving Corp., and General Parts, Inc. ("GPI"), a North Carolina corporation and the sole shareholder of the Disappearing Corp.

1. Articles of Incorporation and Bylaws. The Articles of Incorporation and the Bylaws of the Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation and the Bylaws of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall be converted into and exchanged for one (1) share of the Surviving Corp.'s stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall be converted into the right to receive from GPI a cash payment in the amount of \$3.00.

3. Satisfaction of Rights of Disappearing Corp. Shareholders. All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

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

6. Filing with the Florida Secretary of State and Effective Date. On the Closing, the Disappearing Corp. and the Surviving Corp. shall cause their respective Presidents or Vice Presidents to execute Articles of Merger in the form attached to this Plan, and on such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles, and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Act, the Articles

of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

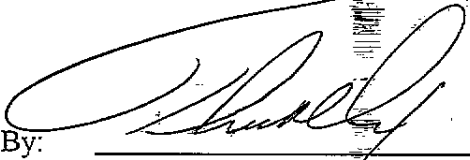
7. Amendment and Waiver. The terms or conditions of this Plan may be waived, by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof, by action taken by the Board of Directors of such party; or may be amended or modified in whole or in part before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter, as long as any such change is in accordance with §607.1103 of the Act and the terms of the Stock Purchase Agreement.

8. 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 by mutual consent of the Boards of Directors of both Constituent Corporations, or otherwise terminated, notwithstanding favorable action by the shareholders of the respective Constituent Corporations, as long as any such termination is in accordance with the terms of the Stock Purchase Agreement.

IN WITNESS WHEREOF, the parties have set their hands on this 7th day of May, 1999.

ATTEST:

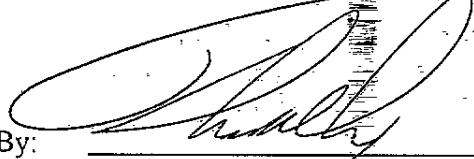
ACE ACQUISITION CORP.
a Florida corporation

By: 
Thomas D. Cox, Vice President

(Corporate Seal)

ATTEST:

THE PARTS SOURCE, INC.
a Florida corporation

By: 
Thomas D. Cox, President

(Corporate Seal)