

P93000002718

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

S.E.C. Properties Inc.

Signature

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Requested by:

Den

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Name

Date

Time

Walk-In

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Art of Inc. File \_\_\_\_\_  
LTD Partnership File \_\_\_\_\_  
Foreign Corp. File \_\_\_\_\_  
L.C. File \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Trade/Service Mark \_\_\_\_\_  
Merger File \_\_\_\_\_  
Art. of Amend. File -02/06/98 01007-009  
RA Resignation \*\*\*\*\*70.00 \*\*\*\*\*70.00  
Dissolution / Withdrawal \_\_\_\_\_  
Annual Report / Reinstatement \_\_\_\_\_  
Cert. Copy \_\_\_\_\_  
Photo Copy \_\_\_\_\_  
Certificate of Good Standing \_\_\_\_\_  
Certificate of Status \_\_\_\_\_  
Certificate of Fictitious Name \_\_\_\_\_  
Corp Record Search \_\_\_\_\_  
Officer Search \_\_\_\_\_  
Fictitious Search \_\_\_\_\_  
Fictitious Owner Search \_\_\_\_\_  
Vehicle Search \_\_\_\_\_  
Driving Record \_\_\_\_\_  
UCC 1 or 3 File \_\_\_\_\_  
UCC 11 Search \_\_\_\_\_  
UCC 11 Retrieval \_\_\_\_\_  
Courier \_\_\_\_\_

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98 FEB - 6 AM 10:02  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

S.E.C. PROPERTIES INC., a FL corp., #P94000003489

INTO

**ACTION AUTOMOTIVE GROUP INC.**, a Florida corporation, P93000002718.

File date: February 6, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER OF S.E.C. PROPERTIES INC.  
WITH AND INTO ACTION AUTOMOTIVE GROUP INC.

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SECRETARY OF STATE  
DIVISION OF CORPORATION

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Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one of such corporations:

1. S.E.C. Properties, Inc. shall merge with and into Action Automotive Group, Inc. which shall be the surviving corporation. These two corporations are the only parties to the merger.

2. A Plan of Merger, attached hereto as Exhibit "A", was adopted by the Board of Directors and shareholders of both corporations in the manner prescribed by the Florida Business Corporation Act on JANUARY 30, 1998.

3. The effective date of the merger as provided in paragraph 4 of the Plan of Merger is the date of filing of these Articles of Merger with the Florida Department of State.

4. The manner in which the exchange, classification and cancellation of the issued and outstanding shares of both of said corporations shall be effected is set forth in paragraph 3 of the Plan of Merger.

IN WITNESS WHEREOF, S.E.C. Properties Inc. and Action Automotive Group, Inc. have caused these Articles of Merger to be executed in their corporate names by their respective officers on the 30 day of Jan, 1998.

Action Automotive Group Inc.

By: [Signature]  
Al Chalashtori, President

S.E.C. Properties Inc.

By: [Signature]  
Al Chalashtori, President

EXHIBIT "A"

PLAN OF MERGER

THIS PLAN OF MERGER is dated this 30th day of JANUARY, 1998, between S.E.C. Properties, Inc., a Florida corporation (hereafter sometimes called the "Absorbed Corporation") and Action Automotive Group, Inc., a Florida corporation (hereafter sometimes called the "Surviving Corporation").

RECITALS:

A. S.E.C. Properties Inc. ("SEC") is a corporation organized and existing under the laws of the State of Florida with its principal office at 8403 E. Colonial Dr., Orlando, Florida 32817.

B. The authorized capital stock of SEC is 7500 shares of common stock having a par value of \$1.00 per share of which 3750 shares are issued and outstanding.

C. Action Automotive Group Inc. ("Action") is a corporation organized and existing under the laws of the State of Florida with its principal office at 8403 E. Colonial Dr., Orlando, Florida 32817.

D. The authorized capital stock of Action is 5000 shares of common stock having a par value of \$10.00 per share of which 5000 shares are issued and outstanding.

E. The Board of Directors of SEC and Action deem it desirable and in the best interests of both Corporations and its stockholders that SEC be merged with and into Action pursuant to the provisions of Section 607.1101 of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986.

In consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. Merger. S.E.C. Properties Inc. shall merge with and into Action Automotive Group Inc., which shall be the Surviving Corporation.

2. Terms and Conditions. From the effective date of the merger, the separate existence of the Absorbed Corporation shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities and franchises and all the property, real, personal and mixed of the Absorbed Corporation without the necessity for any separate transfer. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation and neither rights of creditors nor any liens on the property of the Absorbed Corporation

shall be impaired by the merger.

3. Shares of Stock. The manner and basis of converting the shares of the constituent corporations in the merger shall be as follows: Al Chalashtori, owner of all of the issued and outstanding shares of stock of SEC shall surrender all of his shares in SEC and shall be issued no additional shares of the Surviving Corporation. After the merger there shall be issued and outstanding 5000 shares of \$10.00 par value common stock of the Surviving Corporation; all of such shares will be owned by Al Chalashtori


4. Effective Date of Merger. This merger shall be effective as of the date of filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, S.E.C. Properties Inc. and Action Automotive Group Inc. have caused this Plan of Merger to be executed in their corporate names by their respective officers on the date first above written.

Action Automotive Group Inc.

By:   
Al Chalashtori, President

S.E.C. Properties Inc.

By:   
Al Chalashtori, President