

Sent By: ;

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P93000065317

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Account Number : 076060003657
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DIVISION OF CORPORATIONS

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MERGER OR SHARE EXCHANGE

A BARGAIN USED AUTO PARTS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

merger
1/2/03
Dr

ARTICLES OF MERGER
Merger Sheet

MERGING:

A UNIQUE USED AUTO PARTS INC., a Florida corporation, V00433

INTO

A BARGAIN USED AUTO PARTS, INC., a Florida entity, P93000065317

File date: December 31, 2002, effective January 1, 2003

Corporate Specialist: Darlene Connell



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 31, 2002

A BARGAIN USED AUTO PARTS, INC.
12735 CAIRO LANE
OPA-LOCKA, FL 33054

SUBJECT: A BARGAIN USED AUTO PARTS, INC. and A UNIQUE USED AUTO PARTS
INC.
REF: P93000065317

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX Aud. #: H02000241144
Letter Number: 702A00068057

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**LAW OFFICES OF
STEPHEN F. GOLDENBERG, P.A.
2780 EAST OAKLAND PARK BLVD.
FORT LAUDERDALE, FLORIDA 33306
Telephone (954) 566-8411
Facsimile (954) 566-8663
email sfgpa@cs.com**

FAX TRANSMITTAL SHEET**FILE NO. 5470.01**

TO: Darlene Connell
CITY AND STATE:
TELEFAX NO.: 850/205-0380
FROM: Kathy J. Bucknell, Legal Assistant to
Stephen F. Goldenberg, Esq.

TOTAL NUMBER OF PAGES TRANSMITTED: 7
(Including Cover Sheet)

DATE: January 2, 2003

Hard copy to follow by U.S. Mail: No

RE: Corporate Merger

MESSAGE: Consistent with our telephone conversation, following are the Plan of Merger, Articles of Merger and your letter. As instructed the changes have been made to the documents. Please backdate to the first date of receipt 12/31/02. Thank you.

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copy of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the above address via the U.S. Postal Service. We will reimburse you for postage. Thank you.

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FAX AUDIT NUMBER: H020002341144 3

ARTICLES OF MERGER
OF
A UNIQUE USED AUTO PARTS INC., ("UNIQUE")
a Florida corporation

INTO

A BARGAIN USED AUTO PARTS, INC., ("BARGAIN")
a Florida corporation

EFFECTIVE DATE
1-4-03

Pursuant to Section 607.1101 of the Florida Business Corporations Act (the "Act"),
UNIQUE (Document # V00433) and BARGAIN (Document # P93000065317) adopt the
following Articles of Merger.

1. The Agreement and Plan of Merger dated December 26, 2002, between UNIQUE
and BARGAIN was approved and adopted by the shareholders and Board of Directors UNIQUE
and BARGAIN on December 26, 2002.

2. Pursuant to the Plan of Merger, all issued and outstanding shares of UNIQUE will
be acquired by means of a merger of UNIQUE into BARGAIN, with BARGAIN the surviving
corporation ("Merger").

3. The Plan of Merger is marked Exhibit "A" and is attached hereto and made a part
hereof and incorporated by reference as fully set forth.

4. The name of the surviving corporation upon the Effective Date shall be A
BARGAIN USED AUTO PARTS, INC.

4. Pursuant to Section 607.1105(1)(b) of the Act, the Effective Date shall be January
1, 2003.

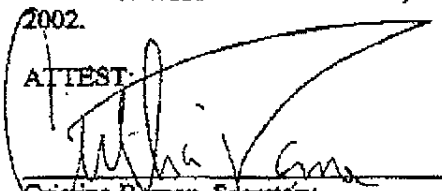
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IN WITNESS WHEREOF, the parties have set their hands this 26 day of December,

2002.

ATTEST:


Cristina Roman, Secretary

ATTEST:


Cristina Roman, Secretary

A BARGAIN USED AUTO PARTS, INC.

By: 
Manny Roman, President

A UNIQUE USED AUTO PARTS INC.

By: 
Manny Roman, President

FAX AUDIT NUMBER: H02000241144 3

FAX AUDIT NUMBER: H02000241144 3

PLAN OF MERGER OF
A UNIQUE USED AUTO PARTS INC.,
a Florida corporation
INTO
A BARGAIN USED AUTO PARTS, INC.,
a Florida corporation

ARTICLE I

NAMES OF CONSTITUENT CORPORATIONS

1. The name of each constituent corporation is A UNIQUE USED AUTO PARTS INC. and A BARGAIN USED AUTO PARTS, INC.
2. The name of the surviving corporation is A BARGAIN USED AUTO PARTS, INC. and subsequent to the merger, its name shall remain unchanged.

ARTICLE II

SHARES OF CONSTITUENT CORPORATIONS

As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights are:

A UNIQUE USED AUTO PARTS INC. 100 shares of \$1.00 par value common stock

A BARGAIN USED AUTO PARTS, INC. 100 shares of \$1.00 par value common stock

ARTICLE III

TERMS AND CONDITIONS OF THE PROPOSED MERGER

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

1. The purposes, the registered agent, the address of the registered agent, the address of the registered office, the numbers of directors and capital stock of the surviving corporation shall now be as appears in the Articles of Incorporation of A BARGAIN USED AUTO PARTS, INC., a Florida corporation, as on file with the Office of the Secretary of State of the State of Florida. The terms and provisions of such Articles of Incorporation shall be deemed the Articles of Incorporation of the surviving corporation.

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EXHIBIT

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2. The persons who upon the effective date of the merger shall constitute the Board of Directors of the surviving corporation shall be the persons constituting the Board of Directors of A BARGAIN USED AUTO PARTS, INC. on the effective date.
3. The persons who upon the effective date of the merger shall constitute the Officers of the surviving corporation shall be the persons constituting the Officers of A BARGAIN USED AUTO PARTS, INC. on the effective date.
4. This Agreement is approved by the directors and shareholders, without a meeting.
5. Upon the effective date, the separate existence of A UNIQUE USED AUTO PARTS INC. shall cease, and shall be merged into the surviving corporation, and the surviving corporation shall continue unaffected and unimpaired by the merger; all liabilities of the merged corporation shall then attached to the surviving corporation.

ARTICLE IV

MEETING OF THE BOARD OF DIRECTORS

The first meeting of the Board of Directors of the surviving corporation to be held after the date when the merger shall become effective may be called or may convene in the manner provided in the By-Laws of the surviving corporation and may be held at the time and place specified in the Notice of the Meeting.

ARTICLE V

MANNER AND BASIS OF CONVERTING SHARES OF THE CONSTITUENT CORPORATIONS INTO SHARES OF THE SURVIVING CORPORATION

A BARGAIN USED AUTO PARTS, INC. is the sole shareholder of A UNIQUE USED AUTO PARTS INC. Upon the Effective Date, each share of A UNIQUE USED AUTO PARTS INC.'s common stock, issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of A BARGAIN USED AUTO PARTS, INC. in accordance with this Plan and all rights in respect thereto shall, forthwith upon such effective date be canceled and of no further force and effect.

ARTICLE VI

EFFECTIVE DATE

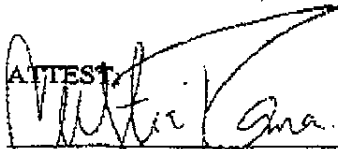
January 1, 2003 is the effective date of the Merger.

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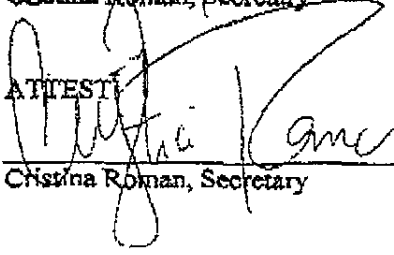
FAX AUDIT NUMBER:H02000241144 3

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations, A BARGAIN USED AUTO PARTS, INC. and A UNIQUE USED AUTO PARTS, INC., acting through their duly authorized officers, this 26th day of December, 2002, have signed this Plan of Merger.

ATTEST:


Cristina Roman, Secretary

ATTEST:


Cristina Roman, Secretary

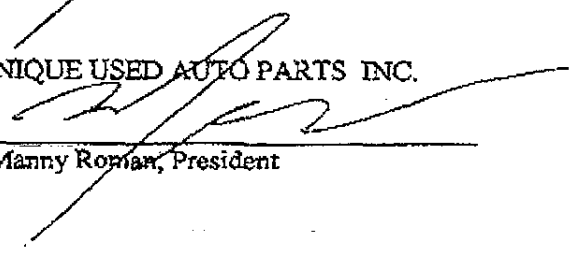
A BARGAIN USED AUTO PARTS, INC.

By:


Manny Roman, President

A UNIQUE USED AUTO PARTS INC.

By:


Manny Roman, President

FAX AUDIT NUMBER:H02000241144 3