

P94000069287

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CHARLOTTESVILLE
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RICHMOND
VIRGINIA BEACH
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AFFILIATE OFFICE:
DETROIT

January 16, 2001

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FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: C & K Auto Parts, Inc.

Dear Sir or Madam:

Enclosed are an original and one conformed copy of Articles of Merger of C & K Auto Parts, Inc., a Florida corporation, with and into C & K Auto Parts, Inc., a Virginia corporation. Our check in the amount of \$70.00 is also enclosed to cover your fee for filing same. We need an effective date of this merger of **January 19, 2001**.

Please return your receipt and evidence of this filing to the undersigned in the enclosed stamped, self-addressed envelope.

With best regards, I am

EFFECTIVE DATE
1-19-01

Merger
1-22-01
WMS

Sincerely,

Cathy Eagles
Catherine W. Eagles
Corporate Paralegal

/cwe
Enclosures

cc: Gregory R. Bishop, Esquire

FILED
01 JAN 17 PM 3:44
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

C&K AUTO PARTS, INC., a Florida corporation, P94000069287

INTO

C & K AUTO PARTS, INC., a Virginia corporation not qualified in Florida.

File date: January 17, 2001, effective January 19, 2001

Corporate Specialist: Doug Spitler

ARTICLES OF MERGER

OF

C & K AUTO PARTS, INC.
(a Florida corporation)

EFFECTIVE DATE

1-19-01

WITH AND INTO

C & K AUTO PARTS, INC.
(a Virginia corporation)

FILED

01 JAN 17 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C & K AUTO PARTS, INC., a Florida corporation ("C & K FL"), and C & K AUTO PARTS, INC., a Virginia corporation ("C & K VA"), pursuant to Sections 13.1-720 and 13.1-722 of the Virginia Stock Corporation Act (the "Virginia Act"), hereby execute these Articles of Merger for the purpose of merging C & K FL with and into C & K VA, with C & K VA being the surviving corporation (the "Merger"). The Merger is permitted by the laws of the State of Florida and the organizational documents of C & K FL, and C & K FL and C & K VA have complied with the laws of the State of Florida in effecting the Merger.

ARTICLE ONE

The Agreement and Plan of Merger governing the Merger is attached hereto as Exhibit A and hereby made a part hereof (the "Agreement and Plan of Merger").

ARTICLE TWO

The Agreement and Plan of Merger was duly approved and adopted by the Board of Directors of C & K FL by unanimous written consent in lieu of a meeting of the Board of Directors of C & K FL as of November 15, 2000. The shareholders of C & K FL duly approved the Agreement and Plan of Merger by unanimous written consent in lieu of a meeting of the shareholders as of November 15, 2000 in accordance with the laws of the State of Florida, and

any written notice required in connection therewith was given. The Agreement and Plan of Merger was duly approved and adopted by the Board of Directors of C & K VA by unanimous written consent in lieu of a meeting of the Board of Directors of C & K VA as of November 15, 2000. The shareholders of C & K VA duly approved the Agreement and Plan of Merger by unanimous written consent in lieu of a meeting of the shareholders as of November 15, 2000.

ARTICLE THREE


The Merger shall become effective at 12:01 a.m. Eastern Standard Time on the 19th day of January, 2001.

IN WITNESS WHEREOF, these Articles of Merger are duly executed on behalf of C & K FL and C & K VA as of November 15, 2000.

MERGING CORPORATION:

C & K AUTO PARTS, INC.,
a Florida corporation

By:


Christopher Stewart Rand, President

SURVIVING CORPORATION:

C & K AUTO PARTS, INC.,
a Virginia corporation

By:


Christopher Stewart Rand, President

AGREEMENT AND PLAN OF MERGER

OF

C & K AUTO PARTS, INC.
a corporation incorporated under
the laws of the State of Florida

WITH AND INTO

C & K AUTO PARTS, INC.
a corporation incorporated under
the laws of the Commonwealth of Virginia

THIS AGREEMENT AND PLAN OF MERGER, dated as of the 19th day of January, 2001, is made and entered into, pursuant to the appropriate provisions of the Virginia Stock Corporation Act, as amended, and of the Florida Business Corporation Act, by and between C & K Auto Parts, Inc., a corporation incorporated under the laws of the Commonwealth of Virginia ("C & K VA"), and C & K Auto Parts, Inc., a corporation incorporated under the laws of the State of Florida ("C & K FL").

WITNESSETH that:

WHEREAS, the constituent corporations desire to merge into a single corporation;

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the parties to this Agreement and Plan of Merger do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

I.
NAME OF MERGING CORPORATIONS
AND SURVIVING CORPORATION

C & K FL shall be merged with and into C & K VA, which shall be the surviving corporation (the "Surviving Corporation").

II.
MERGER CONSIDERATION

The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares of the Surviving Corporation shall as of the Effective Date (as hereinafter defined) be as follows:

At the Effective Date, each of the issued and outstanding shares of common stock of C & K FL shall by operation of law be converted into and exchanged for one share of validly issued, fully paid and nonassessable shares of common stock of Surviving Corporation. The shareholders of C & K FL shall surrender all certificates representing the outstanding shares of C & K FL and, at the Effective Date, will be entitled to receive in exchange therefor certificate(s) representing the number of shares of Surviving Corporation to which such shareholders are entitled under this Plan of Merger (the "Plan"). Until so surrendered, each outstanding certificate that prior to the Effective Date represented shares of C & K FL will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.

III.
EFFECTIVE DATE AND TIME OF MERGER.

The effective date and time of the merger shall be when Articles of Merger are filed with the Department of State of Florida pursuant to the Florida Business Corporation Act and with the Virginia State Corporation Commission pursuant to the Virginia Stock Corporation Act (the "Effective Date").

IV.
TERMS AND CONDITIONS OF MERGER.

On the Effective Date:

(a) The Articles of Incorporation and the Bylaws of the Surviving Corporation as in effect on the date of the merger provided for in this Agreement and Plan of Merger, shall

continue in full force and shall be and remain the Articles of Incorporation and the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The existing directors and officers of the Surviving Corporation shall be and remain the directors and officers of the Surviving Corporation until their successors are elected in accordance with the Bylaws of the Surviving Corporation:

(c) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of C & K FL shall be transferred to, vested in and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and C & K FL shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and C & K FL respectively. C & K FL hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property rights or obligations of C & K FL assumed or to be acquired or assumed by reason of or as a result of the merger herein provided for, and otherwise to carry out the interest and purposes hereof, and the proper officers and directors of C & K FL and the proper officers and directors of the Surviving Corporation are fully authorized in the name of each respective merged corporation to take any and all such actions.

(d) This Agreement and Plan of Merger may be amended by the Boards of Directors of the constituent corporations at any time prior to the Effective Date, provided that an amendment made subsequent to the adoption of the Agreement by the shareholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash,

property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such constituent corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the merger, or (3) alter or change any of the terms and conditions of the Agreement if such alteration or change would adversely affect the holders of any class or series thereof of such constituent corporation.

(e) The parties intend for this merger to be a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, as a merge change of identity, form or place of organization.

**V.
RIGHT TO ABANDON PLAN OF MERGER.**

Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of any constituent corporation at any time prior to the Effective Date.

**VI.
AGREEMENT REGARDING SERVICE OF PROCESS.**

The Surviving Corporation agrees that it may be served with process in any state or jurisdiction in which any of the constituent corporations to this merger was organized for the enforcement of any obligation of the Surviving Corporation arising from or out of such merger and the Surviving Corporation hereby agrees to appoint the Secretary of State, or other person required by the laws of each such state or jurisdiction, as its agent to accept service of process in any suit or proceedings. The proper officers of the Surviving Corporation shall execute and file all documents necessary to evidence this agreement in each state or jurisdiction in which it is required to do so.

VII.
APPROVAL OF DIRECTORS AND SHAREHOLDERS


This Agreement and Plan of Merger has been approved by an Action in Writing in Lieu of a Special Meeting of the Shareholders and an Action in Writing in Lieu of a Special Meeting of the Board of Directors of C & K FL, effective as of November 15, 2000, and by an Action in Writing in Lieu of a Special Meeting of the Shareholders and an Action in Writing in Lieu of a Special Meeting of the Board of Directors of C & K VA, effective as of November 15, 2000.

VIII.
MISCELLANEOUS PROVISIONS

Articles of Merger shall be executed and filed with the State Corporation Commission of the Commonwealth of Virginia by the appropriate officers of C & K VA and filed with the Department of State of the State of Florida by the appropriate officers of C & K FL.

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and shareholders have caused these presents to be executed by the President and attested by the Secretary of each party hereto as the respective act, deed and agreement of each of said corporations, as of the date first above written.


ATTEST:

By: 
Mitchell Lee Rand, Secretary

C & K AUTO PARTS, INC.,
a Virginia corporation

By: 
Christopher Stewart Rand, President

ATTEST:

By: 
Mitchell Lee Rand, Secretary

C & K AUTO PARTS, INC.,
a Virginia corporation

By: 
Christopher Stewart Rand, President