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Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 (850)222-1092
City State Zip Phone

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CORPORATION(S) NAME

Automotive Real Estate of Alabama, Inc

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
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ARTICLES OF MERGER
Merger Sheet

MERGING:

AUTOMOTIVE REAL ESTATE OF FLORIDA, INC., a Florida corporation,
P95000076843
AUTOMOTIVE REAL ESTATE OF NEW YORK, INC., a corporation not qualified

INTO

AUTOMOTIVE REAL ESTATE OF ALABAMA, INC., an Alabama corporation
not qualified in Florida.

File date: March 9, 2001

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State</u>
Automotive Real Estate of Florida, Inc.	Florida
Automotive Real Estate of New York, Inc.	New York
Automotive Real Estate of Alabama, Inc.	Alabama

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SECOND: The laws of the states under which Automotive Real Estate of New York, Inc. and Automotive Real Estate of Alabama, Inc. are organized permit such merger and such foreign corporations are complying with those laws in effecting the merger.

THIRD: Automotive Real Estate of Alabama, Inc., a foreign corporation, as the surviving corporation of the merger, has complied with Section 607.1105 F.S.; and Automotive Real Estate of Florida, Inc. has complied with the applicable provisions of Sections 607.1101-607.1104 F.S.

FOURTH: The Plan of Merger is set forth in the Agreement and Plan of Merger dated December 1, 2000, attached to these Articles of Merger as Exhibit "A" and incorporated herein by this reference (the "Plan of Merger").

FIFTH: The merger shall be effective as of December 1, 2000.

SIXTH: The Board of Directors of Automotive Real Estate of Florida, Inc., a Florida corporation, by Unanimous Written Consent Action dated December 1, 2000, authorized, approved and submitted the Plan of Merger to the Sole Shareholder, who by Unanimous Written Consent Action dated December 1, 2000, has approved the Plan of Merger. The Board of Directors of Automotive Real Estate of New York, Inc., a New York corporation, by Unanimous Written Consent Action dated December 1, 2000, authorized, approved and submitted the Plan of Merger to the Sole Shareholder, who by Unanimous Written Consent Action dated December 1, 2000, has approved the Plan of Merger. The Board of Directors of Automotive Real Estate of Alabama, Inc., an Alabama corporation, by Unanimous Written Consent Action dated December 1, 2000, authorized, approved and submitted the Plan of Merger to the Sole Shareholder, who by Unanimous Written Consent Action dated December 1, 2000, has approved the Plan of Merger.

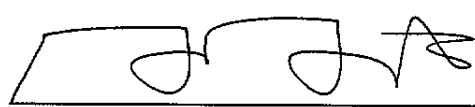
Signed as of this 1st day of December, 2000.

AUTOMOTIVE REAL ESTATE OF FLORIDA, INC.
a Florida corporation



Yuji Otaki, President

Attest:



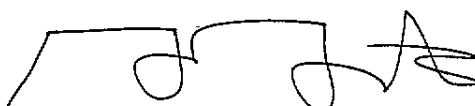
George M. Taylor, III, Secretary

AUTOMOTIVE REAL ESTATE OF NEW YORK, INC.
a New York corporation



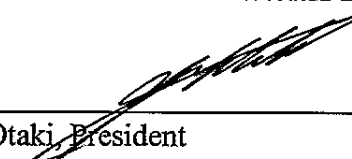
Yuji Otaki, President

Attest:



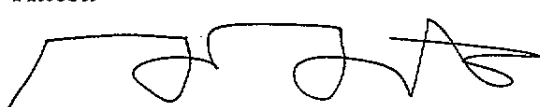
George M. Taylor, III, Secretary

AUTOMOTIVE REAL ESTATE OF ALABAMA, INC.
an Alabama corporation, to be hereafter known as
AUTOMOTIVE REAL ESTATE, INC.



Yuji Otaki, President

Attest:



George M. Taylor, III, Secretary

Exhibit A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") dated as of the 1st day of December, 2000, (the "Effective Date") by and between, **AUTOMOTIVE REAL ESTATE OF FLORIDA, INC.**, a Florida corporation ("ARE-FL"), **AUTOMOTIVE REAL ESTATE OF NEW YORK, INC.**, a New York corporation ("ARE-NY"), and **AUTOMOTIVE REAL ESTATE OF ALABAMA, INC.**, an Alabama corporation ("ARE-AL") (collectively, the "Constituent Corporations").

WHEREAS, the parties to this Agreement and Plan of Merger, the Constituent Corporations, are each wholly owned subsidiaries of Auto Investment Inc., a Delaware corporation;

WHEREAS, ARE-FL, ARE-NY and ARE-AL, in consideration of the mutual agreements of each corporation as set forth herein, deem it advisable and generally for the welfare of said corporations, that ARE-FL, ARE-NY and ARE-AL merge into ARE-AL in accordance with section 607.1101, et seq. , of the Florida Business Corporation Act, section 901, et seq. of the New York Business Corporation Law, and Article 11 of the Alabama Business Corporation Act, and under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions hereinafter contained, the parties hereto, intending to be legally bound, do hereby agree as follows and adopt the following Plan of Merger:

1. **The Merger.**

1.1 **The Constituent Corporations.** The number of shares outstanding and the number of shares entitled to vote on the Plan of Merger of each Constituent Corporation is as follows:

<u>Constituent Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Total Number of Shares Entitled to Vote</u>
Automotive Real Estate of Florida, Inc.	1,000	1,000
Automotive Real Estate of New York, Inc.	1,000	1,000
Automotive Real Estate of Alabama, Inc.	1,000	1,000

None of the Constituent Corporations has more than one class or series of capital stock outstanding.

1.2 **The Merger.** At the Effective Date (as defined below), ARE-FL and ARE-NY shall be merged with and into ARE-AL and in accordance with this Plan of Merger, the separate corporate existence of ARE-FL and ARE-NY shall thereupon cease, and ARE-AL shall be the surviving corporation in the merger. ARE-AL hereinafter is sometimes referred to as the "Surviving Corporation."

1.3 **Surviving Corporation.** At the Effective Date, the Surviving Corporation shall continue its corporate existence under the laws of the State of Alabama and shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public as well as of a private nature, of ARE-

AL, ARE-FL and ARE-NY (collectively referred to as the "Constituent Corporations"); and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; and all the property, real, personal and mixed, and franchises of each of the Constituent Corporations on whatever account including subscriptions to shares and other choses in action belonging to each of the Constituent Corporations and all and every other interest shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all rights of creditors and all liens upon any property of either of the Constituent Corporations shall be preserved unimpaired; and all debts, liabilities and duties of the Constituent Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, all with the effect set forth in the Alabama Business Corporation Act, the Florida Business Corporation Act and the New York Business Corporation Law.

1.4 Effective Time of the Merger. The merger shall be effected as of the Effective Date notwithstanding the fact that said Effective Date shall occur prior to the filing of the Articles of Merger with the Secretary of State of the State of Alabama in accordance with the Alabama Business Corporation Act, and the filing of the Certificate of Merger with the Department of State of the State of New York in accordance with the New York Business Corporation Law, and the filing of the Articles of Merger with the Department of State of the State of Florida in accordance with the Florida Business Corporation Act (all such documents are collectively referred to herein as the "Articles and Certificate of Merger").

1.5 Articles of Incorporation of Surviving Corporation. The Articles of Incorporation ARE-AL as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation except that as of the Effective Date, the Articles of Incorporation of the Surviving Corporation shall be amended in accordance with the Alabama Business Corporation Act as follows:

The Articles of Incorporation of the Surviving Corporation shall be amended to reflect the change of the name of the Surviving Corporation by deleting the heading and Article First in their entirety and substituting in lieu thereof the following:

"ARTICLES OF INCORPORATION
OF
AUTOMOTIVE REAL ESTATE, INC.

FIRST: The name of the corporation is Automotive Real Estate, Inc."

1.6 Bylaws of Surviving Corporation. Immediately after the merger the Bylaws of ARE-AL as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided therein and under the Alabama Business Corporation Act.

1.7 Officers of Surviving Corporation. Immediately after the merger the directors of ARE-AL immediately prior to the Effective Date will be the directors of the Surviving Corporation, and the officers of ARE-AL immediately prior to the Effective Date will be the officers of the Surviving Corporation, in each case until their successors are elected and qualified.

2. **Status and Retirement and Cancellation of Shares.** At the Effective Date hereof, and without any action of ARE-FL or ARE-NY or the holders of any of their shares, all of the authorized and issued capital stock of ARE-FL and ARE-NY shall be completely retired and canceled without consideration so that there will be no authorized or outstanding shares of capital stock of ARE-FL or ARE-NY, and immediately upon the effectiveness of this Agreement and Plan of Merger, each share of stock of the Surviving Corporation outstanding on the Effective Date hereof shall thereupon, without further action, be and become one share of stock of the Surviving Corporation, and the certificate(s) which represented outstanding shares of stock of the Surviving Corporation prior to the Effective Date, without further action, shall continue to be and represent outstanding shares of stock of the Surviving Corporation thereafter without the issuance or exchange of new shares or share certificates subject to all restrictions on transferability as may be provided by the Articles of Incorporation of the Surviving Corporation.

3. **Parties in Interest.** This Plan of Merger shall bind, benefit, and be enforceable by and against the parties and their respective successors and assigns. No party shall in any manner assign any of its rights or obligations under this Plan without the express prior written consent of the other parties. Nothing in this Plan of Merger is intended to confer, or shall be deemed to confer, any rights or remedies upon any persons other than the parties hereto and their respective directors and stockholders or shareholders.

4. **Entire Agreement.** This Plan of Merger represents the entire agreement between the parties with respect to the subject matter hereof and supersede all prior and contemporaneous oral and written communications and agreements with respect to the subject matter hereof. Any waiver, alteration, or modification of any of the provisions of this Plan of Merger or cancellation or replacement of this Plan of Merger shall not be valid unless in writing and signed by the party against which such waiver, alteration or modification is sought to be enforced.

5. **Headings.** Section headings herein are for convenience of reference only and shall in no way define, limit or affect this Plan of Merger or the interpretation hereof.

6. **Further Documents.** Each of the parties hereto agrees to execute such other and further documents, instruments and writings, as counsel for either party shall reasonably request in order to implement, carry out and consummate the terms and conditions hereof.

7. **Additional Rights; Taking of Necessary Action; Further Action.** Each of the parties shall each use its best efforts to take all such actions as may be necessary or appropriate in order to effectuate the merger under the Alabama Business Corporation Act, the New York Business Corporation Law, and the Florida Business Corporation Act, as promptly as possible, including, without limitation, the adoption and filing of the Articles and Certificate of Merger, consistent with the terms of this Plan of Merger. If, at any time or from time to time after the Effective Date, any further action is necessary or desirable to carry out the purposes of this Plan of Merger and to vest the Surviving Corporation with full right, title, and possession to all assets, property, rights, privileges, powers, and franchises of any of the Constituent Corporations, the officers of such corporations are fully authorized in the name of their corporations or otherwise to take, and shall take, all such lawful and necessary action.

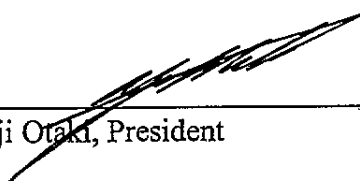
8. **Counterparts**. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which shall be but one and the same instrument.

* * *

[Signatures on Following Page]


IN WITNESS WHEREOF, each undersigned corporation has caused this Agreement and Plan of Merger to be signed by a duly authorized officer, duly attested by another such officer, and executed, all as of the year and date first above written.

AUTOMOTIVE REAL ESTATE OF FLORIDA, INC.
a Florida corporation



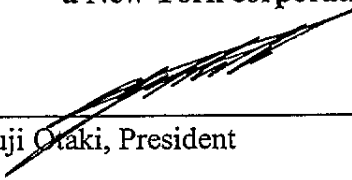
Yuji Otaki, President

Attest:




George M. Taylor, III, Secretary

AUTOMOTIVE REAL ESTATE OF NEW YORK, INC.
a New York corporation



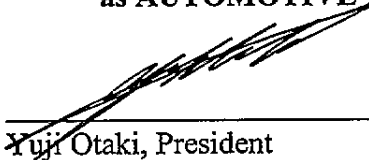
Yuji Otaki, President

Attest:




George M. Taylor, III, Secretary

AUTOMOTIVE REAL ESTATE OF ALABAMA, INC.
an Alabama corporation, to be hereafter known
as AUTOMOTIVE REAL ESTATE, INC.



Yuji Otaki, President

Attest:



George M. Taylor, III, Secretary