

P9800004536

AUTO PARTS HOLDINGS, INC.
1605 SOUTH MISSOURI AVENUE
CLEARWATER, FLORIDA 33756

January 20, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

400002767144--1
-02/08/99-01024--001
*****70.00 *****70.00

RE: ARTICLES OF MERGER OF
MISSOURI PROPERTIES, INC. AND
AUTO PARTS HOLDINGS, INC.

Gentlemen:

Enclosed please find two fully executed Articles of Merger of Missouri Properties, Inc. and Auto Parts Holdings, Inc.

Please file the Articles of Merger accordingly and return to me one acknowledged copy of the document. Enclosed is a check in the amount of \$70.00 to cover the appropriate fee. Thank you.

Very truly yours,



Leonard D. Levin
President

LDL/cj
API52

FILED
99 FEB -8 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger MC

FEB 1 1999

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

MISSOURI PROPERTIES, INC., a Florida corporation, 690941.

INTO

AUTO PARTS HOLDINGS, INC. which changed its name to

MISSOURI PROPERTIES, INC., a Florida corporation, P98000004536.

File date: February 8, 1999

Corporate Specialist: Thelma Lewis

ARTICLES OF MERGER
OF
MISSOURI PROPERTIES, INC.
AND
AUTO PARTS HOLDINGS, INC.

FILED
99 FEB -8 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MISSOURI PROPERTIES, INC., AUTO PARTS HOLDINGS, INC., and
AUTO PROPERTIES, INC., all Florida corporations, under their corporate seal in
the hands of their presidents, hereby certify that:

The stockholders and Board of Directors of said corporations at meetings
called and held on January 20, 1999, adopted the following:

PLAN OF MERGER
OF SUBSIDIARY CORPORATIONS

- 1) Name and Relationship of each corporation:
 - a) Auto Properties, Inc., the parent corporation.
 - b) Missouri Properties, Inc., a subsidiary corporation.
 - c) Auto Parts Holdings, Inc., a subsidiary corporation.
 - d) The Parent Corporation owns 100% of the shares of stock of both subsidiary corporations.
- 2) Surviving Subsidiary Corporation: Auto Parts Holdings, Inc.
- 3) Effective Date of Merger: January 20, 1999
- 4) Terms and Conditions of Merger:
 - a) All assets and liabilities of non-surviving subsidiary corporation shall be acquired by the surviving subsidiary corporation including all trade names and intellectual properties.
 - b) Surviving subsidiary corporation shall change its name to Missouri Properties, Inc.
- 5) The Manner and Basis of converting shares of the non-surviving subsidiary corporation into shares of the surviving subsidiary corporation:

For every share of stock issued and outstanding on the Effective Date of merger of the subsidiary non-surviving corporation there shall be issued to the parent corporation one share of stock of the surviving subsidiary corporation. All corporations have only one class of shares of stock authorized.

6) Changes in Articles or By Laws of Surviving Subsidiary Corporation:

None, except for the name change set out in paragraph 4(b) herein.

7) Requirements to Effect This Plan of Merger:

A unanimous vote by all stockholders and Directors of both subsidiary merging corporations and of the Parent Corporation.

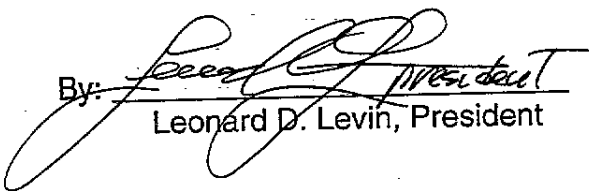
THIS PLAN OF MERGER was unanimously adopted by the stockholders and Board of Directors of both subsidiary corporations and the parent corporation on January 20, 1999.

IN WITNESS WHEREOF, said corporations have caused these Articles of Merger to be signed in their name, by their President and their corporate seals have been hereunto affixed this 20th day of January, 1999.

AUTO PROPERTIES, INC.

(SEAL)

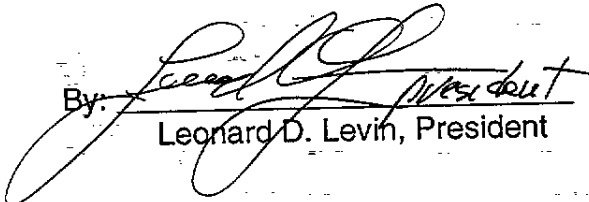
By:


Leonard D. Levin, President

MISSOURI PROPERTIES, INC.

(SEAL)

By:


Leonard D. Levin, President

AUTO PARTS HOLDINGS, INC.

(SEAL)

By:

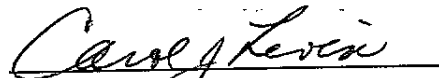

Leonard D. Levin, President

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared LEONARD D. LEVIN,

known to me and known to be the person who executed the foregoing Articles of Merger and acknowledged before me that he executed the Articles of Merger as President of Auto Properties, Inc., Missouri Properties, Inc. and Auto Parts Holdings, Inc.

WITNESS my hand and official seal this 20th day of January, 1999.


Notary Public

My Commission Expires:



mergmpap