

Division of Corporations

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F98000038217

## Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

## Electronic Filing Cover Sheet

*D213-11772*

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## To:

Division of Corporations  
Fax Number : (850) 922-4000

## From:

*Kim Novak*  
Account Name : BARNETT, BOLT, KIRKWOOD & LONG  
Account Number : 072731001155  
Phone : (813) 253-2020  
Fax Number : (813) 251-6711

*\* Jase  
date  
3/9*

**MERGER OR SHARE EXCHANGE**  
**DIRECT AUTOMOTIVE DEALERSHIPS, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Merger  
KBB 3/10  
9*

Division of Corporations

Attn: Karen

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(Corrected pg. 1)

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## To:

Division of Corporations

Fax Number : (850)922-4000

## From:

Account Name : BARNETT, BOLT, KIRKWOOD & LONG  
Account Number : 072731001155  
Phone : (813)253-2020  
Fax Number : (813)251-6711

## MERGER OR SHARE EXCHANGE

## DIRECT AUTOMOTIVE DEALERSHIPS, INC.

Certificate of Status	1
Certified Copy	0
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DIRECT AUTOMOTIVE, INC., a Delaware corporation, qualified in Florida,  
document number F98000002323

INTO

DIRECT AUTOMOTIVE DEALERSHIPS, INC., a Florida corporation,  
P98000038217

File date: March 9, 1999

Corporate Specialist: Karen Gibson

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**ARTICLES OF MERGER  
MERGING  
DIRECT AUTOMOTIVE, INC., A DELAWARE CORPORATION  
FORMERLY KNOWN AS STAR AUTOMOTIVE GROUP, INC.  
INTO  
DIRECT AUTOMOTIVE DEALERSHIPS, INC.,  
A FLORIDA CORPORATION**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, Sections 607.1105 and 607.1107(1)(c) of the Florida Statutes, 1997, the undersigned corporations adopt the following Articles of Merger:

1. DIRECT AUTOMOTIVE, INC., a Delaware corporation formerly known as Star Automotive Group, Inc. (the "Parent"), is hereby merged into DIRECT AUTOMOTIVE DEALERSHIPS, INC., a Florida corporation ("DAD"), with DAD being the surviving corporation.

2. A copy of the Agreement and Plan of Merger dated as of February 25, 1999 (the "Plan of Merger") among the Parent and DAD is attached hereto as Exhibit "A" and incorporated fully herein by this reference.

3. This merger shall become effective on the later of 12:01 a.m. on March 1, 1999, or the date these Articles of Merger are filed with the Florida Department of State.

4. Pursuant to Section 607.1104 of the Florida Statutes, the approval of the shareholders of DAD is not required.

5. The Plan of Merger was adopted on February 25, 1999 by the written consent of the holders of a majority of the outstanding capital stock and the Board of Directors of the Parent, and by the unanimous written consent of the Board of Directors of DAD.

Leslie Wager Hudock, Esq.  
Florida Bar No. 650706  
601 Bayshore Blvd., Suite 700  
Tampa, FL 33606  
(813) 253-2020

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IN WITNESS WHEREOF, the constituent corporations have executed these Articles of  
Merger this 26<sup>th</sup> day of February, 1999.

DIRECT AUTOMOTIVE, INC., a Delaware  
corporation formerly known as Star Automotive  
Group, Inc.

By: \_\_\_\_\_

Jason Kuhn, President

DIRECT AUTOMOTIVE DEALERSHIPS,  
INC., a Florida corporation

By: \_\_\_\_\_

Jason Kuhn, President

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## EXHIBIT A

AGREEMENT AND PLAN OF MERGER

**THIS AGREEMENT AND PLAN OF MERGER** (the "Plan") is adopted as of February 25, 1999, between and among **DIRECT AUTOMOTIVE DEALERSHIPS, INC.**, a Florida corporation (hereinafter referred to alternatively as "DAD" or the "Surviving Corporation"), and **DIRECT AUTOMOTIVE, INC.**, a Delaware corporation formerly known as Star Automotive Group, Inc. (hereinafter referred to as the "Parent").

TERMS

WHEREAS, DAD, being a wholly-owned subsidiary of the Parent, has authorized capital stock consisting of 1,000 shares of common stock, par value \$0.01 per share, all of which have been duly issued and are now outstanding; and

WHEREAS, the Parent has authorized capital stock consisting of 3,000 shares of common stock, par value \$.01 per share, of which 1,000 shares have been duly issued and are now outstanding; and

WHEREAS, the Board of Directors of DAD and the Parent, respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders that the Parent merge with DAD pursuant to the provisions of the Florida Business Corporation Act and the General Corporation Law of the State of Delaware (the "DGCL") and in accordance with Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the foregoing premises and the mutual agreements herein contained and of the mutual benefits hereby provided, the constituent corporations hereby agree as follows:

SECTION 1.  
THE MERGER

1.1. Merger. On the Effective Date (as defined in Section 4.1), the Parent shall be merged with and into DAD.

1.2. Surviving Corporation. DAD shall survive the merger contemplated herein and shall continue to be governed by the laws of the State of Florida. The separate existence of the Parent shall cease forthwith upon the Effective Date.

1.3. Terms and Conditions of Merger. On the Effective Date, DAD, as the Surviving Corporation, shall succeed, without other transfer or assignment, to all of the rights and property interests of the Parent and shall be subject to all of the debts and liabilities of the Parent in the same manner as if DAD had itself incurred them. All rights of creditors and all liens upon the property of the Parent and DAD shall be preserved unimpaired, with any such liens limited to the property affected by such liens immediately prior to the merger. The Surviving Corporation will carry on the business of the Parent with the assets of the Parent, as well as the business of DAD with the assets of DAD, following the merger.

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1.4. Further Assurances. From time to time as and when requested by DAD or its successors or assigns, the officers and directors of the Parent last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise the Parent's title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of the Parent, and otherwise to carry out the purposes of this Agreement.

## SECTION 2. THE SURVIVING CORPORATION

2.1. Authorized Capital. The authorized capital stock of the Surviving Corporation following the Effective Date shall consist of 1,000 shares of common stock, par value \$0.01 per share, unless and until the same shall be changed in accordance with the provisions of the Articles of Incorporation and applicable law.

2.2. Articles of Incorporation. The Articles of Incorporation of DAD in effect on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

2.3. Bylaws. The Bylaws of DAD in effect on the Effective Date shall be the Bylaws of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law.

2.4. Directors. The individuals comprising the Board of Directors of DAD on the Effective Date shall, collectively, be the initial directors of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

2.5. Officers. The individuals comprising all the officers of DAD on the Effective Date shall be the initial officers of the Surviving Corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

## SECTION 3. CONVERSION AND EXCHANGE OF SHARES

3.1. DAD. Each share of DAD capital stock issued and outstanding immediately prior to the Effective Date and all rights in respect thereof shall, upon the Effective Date, by virtue of the merger and without any further action on the part of the holder thereof, cease to exist, be deemed canceled, retired and eliminated, and become authorized, but unissued, capital stock of the Surviving Corporation.

3.2. The Parent. Each share of Parent common stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any further action on the part of the holder thereof, be converted by the merger into the right to receive one (1) share of common

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stock of the Surviving Corporation. All of such shares shall be, when issued, fully paid and nonassessable.

3.3. Surrender of Certificates. On or after the Effective Date, the holders of outstanding common stock of the Parent may surrender to the Surviving Corporation the certificates evidencing their issued and outstanding capital stock of the Parent and shall receive in exchange therefor the certificates evidencing the shares of capital stock of the Surviving Corporation to which they are entitled hereunder.

#### SECTION 4. GENERAL PROVISIONS

4.1. Effective Date. The merger of the Parent into DAD shall become effective (the "Effective Date") at 12:01 a.m. on March 1, 1999, or on such later date when all of the following actions shall have then been taken in the following order:

(a) This Plan shall have been adopted and approved by the Board of Directors of DAD, and by the Board of Directors and the shareholders of the Parent, in accordance with Section 253 of the DGCL and Fla. Stat. Sections 607.1103 and 607.1104; and

(b) Articles of Merger setting forth the information required by, and executed and acknowledged in accordance with, Fla. Stat. Section 607.1105 shall be filed with the Florida Department of State; and

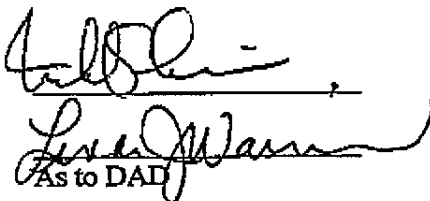
(c) a Certificate of Ownership and Merger setting forth the information required by, and executed and acknowledged in accordance with, Sections 103 and 253 of the DGCL shall be filed with the Delaware Department of State and recorded in the office of the recorder in New Castle County, Delaware.

4.2. Termination. At any time before the Effective Date, this Plan may be terminated and the merger abandoned (subject to contractual rights, if any) by the Board of Directors of either constituent corporation, notwithstanding favorable action by the shareholders of the respective constituent corporations.

IN WITNESS WHEREOF, the corporate parties hereto have caused this Agreement and Plan of Merger to be signed by their duly authorized officers on the date first written above.

WITNESSES:

DIRECT AUTOMOTIVE DEALERSHIPS,  
INC., a Florida corporation

  
As to DAD

By:   
Jason Kuhn, President



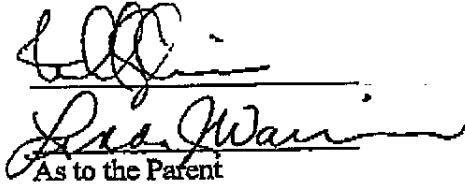
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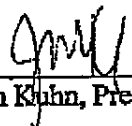
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DIRECT AUTOMOTIVE, INC., a Delaware  
corporation formerly known as Star Automotive  
Group, Inc.

  
As to the Parent

By:   
Jason Kuhn, President

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