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ELIAS, MEGINNES, RIFFLE & SEGHETTI, P.C.
ATTORNEYS AT LAW

JOHN S. ELIAS
BRIAN J. MEGINNES
ROBERT M. RIFFLE
MICHAEL R. SEGHETTI
TROY N. PUDIK

416 MAIN STREET, SUITE 1400
PEORIA, ILLINOIS 61602-1611
TELEPHONE: (309) 637-6000
FACSIMILE: (309) 637-8514
www.emrslaw.com

DAVID N. SCHELLENBERG
JANAKI NAIR
SONYA A. PASQUINI
CYNTHIA L. ELIAS, OF COUNSEL

File No.: 30290-001

September 28, 2004

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

Re: Articles of Merger
O'Brien Imports of Ft. Myers, Inc. / Colonial/Metro Properties, LLC

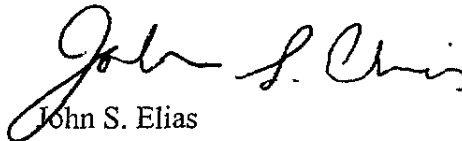
To Whom It May Concern:

Please find enclosed an original and duplicate of the Articles of Merger for the above-referenced entities, along with a check in the amount of \$60.00 for filing fees associated with this request.

Please file the Articles of Merger and provide us with a file-stamped copy of same. I have enclosed a self-addressed, stamped envelope for your use.

Please call me with any questions.

Very truly yours,


John S. Elias

JSE/dd
804-1112
Enclosures

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Colonial/Metro Properties, LLC</u> <u>3322 Fowler Street</u> <u>Ft. Myers, FL 33901</u>	<u>Florida</u>	<u>limited liability company</u>
Florida Document/Registration Number: <u>L03000055789</u>		FEI Number: <u>38-3700692</u>
2. <u>O'Brien Imports of Ft. Myers, Inc.</u> <u>3322 Fowler Street</u> <u>Ft. Myers, FL 33901</u>	<u>Florida</u>	<u>corporation</u>
Florida Document/Registration Number: <u>P98000051539</u>		FEI Number: <u>37-1373502</u>
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>O'Brien Imports of Ft. Myers, Inc.</u> <u>3322 Fowler Street</u> <u>Ft. Myers, FL 33901</u>	<u>Florida</u>	<u>limited liability company</u>

Florida Document/Registration Number: P98000051539 FEI Number: 37-1373502

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Colonial/Metro Properties, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
O'Brien Imports of Ft. Myers, Inc.	Florida

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

On the effective date, Colonial/Metro Properties, LLC, a Florida limited liability company, will be merged with and into O'Brien Imports of Ft. Myers, Inc., a Florida corporation. The surviving Florida corporation (O'Brien Imports of Ft. Myers, Inc.) shall assume all rights, privileges, assets and liabilities of the merging non-surviving Florida limited liability company (Colonial/Metro Properties, LLC).

(Attach additional sheet(s) if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

No shares or other interest of the survivor (O'Brien Imports of Ft. Myers, Inc.) will be issued to the members of the merged party (Colonial/Metro Properties, LLC).

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows: N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: N/A

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

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SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows: N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: N/A

EIGHTH: Other provisions, if any, relating to the merger:

- A. Other provisions relating to the merger are included in the Agreement of Merger, as amended, executed by the parties to the merger.
- B. No shares or interests in O'Brien Imports of Ft. Myers, Inc. are being issued to the members of Colonial/Metro Properties, LLC because the parties agree that the liabilities of the LLC are equal to the fair market value of its assets resulting in a net equity value of zero (0).

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(Attach additional sheet(s) if necessary)