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TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PRESTIGE EUROPEAN AUTO SERVICE INC.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

PAUL J. LANE, ESQ.

(Name of person)

(Name of firm/company)

2755 E. OAKLAND PARK BLVD. #300

(Address)

FT LAUDERDALE, FL 33306

(City/state and zip code)

For further information concerning this matter, please call:

PAUL J. LANE

(Name of person)

at (

954)

566-0004

(Area code & daytime telephone number)



Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

December 16, 2004

PAUL J. LANE, ESQ.
2755 E. OAKLAND PARK BLVD., #300
FORT LAUDERDALE, FL 33306

SUBJECT: PRESTIGE EUROPEAN AUTO SERVICE INC.
Ref. Number: P99000007465

We have received your document for PRESTIGE EUROPEAN AUTO SERVICE INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

Letter Number: 904A00070094

ARTICLES OF MERGER
(Profit Corporations)

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The following articles of merger is submitted in compliance with the Florida Corporations Act, pursuant to section 607.1105, F.S.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PRESTIGE EUROPEAN AUTO SERVICE INC.	FLORIDA	P99000007465

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PRESTIGE BRITISH AUTOSERVICE, INC.	FLORIDA	P04000038362



Third: The Plan of Merger is attached.

Fourth: The Merger shall be come effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by **surviving** corporation -
The Plan of Merger was adopted by the shareholders of the surviving corporation on 11-19-2004.

Sixth: Adoption of Merger by **merging** corporation -
The Plan of Merger was adopted by the shareholders of the merging corporation on 11-19-2004.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>NAME</u>	<u>SIGNATURE</u>	<u>TYPE OR PRINTED NAME</u>
Prestige European Auto Service Inc.		Robin Brisland, Pres.
Prestige British Autoservice, Inc., Inc.		Robin Brisland, Pres.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER (Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
PRESTIGE EUROPEAN AUTO SERVICE INC.	Florida

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
PRESTIGE BRITISH AUTOSERVICE, INC.	Florida

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

1. The articles of incorporation of Prestige European Auto Service Inc., as in effect immediately prior to the effective date of the merger, shall remain the articles of incorporation of the surviving corporation.
2. The by-laws of Prestige European Auto Service Inc., as in effect immediately prior to the effective date of the merger, shall remain the by-laws of the surviving corporation.
3. The directors and officers of Prestige European Auto Service Inc. as in office immediately prior to the effective date of the merger, shall remain directors and officers of the surviving corporation.
4. Upon consummation of the merger, the surviving corporation, Prestige European Auto Service Inc., shall succeed, without other transfer, to all of the rights and property of Prestige British Autoservice, Inc. and shall be subject to all the debts, liabilities, and obligations of Prestige British Autoservice, Inc. in the same manner as if incurred by Prestige European Auto Service Inc..
5. All rights of creditors and all liens and trusts upon or arising from the property of Prestige European Auto Service Inc. and Prestige British Autoservice, Inc. shall be preserved unimpaired, provided the liens and trust obligations upon property of Prestige British Autoservice, Inc. shall be limited to the property affected thereby immediately prior to the time the merger is effective.