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553664

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08 MAR 27 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

M. G. G. APR 10 2008

LAW OFFICES  
**FRANK J. YONG, P.A.**

4570 ST. JOHNS AVENUE, SUITE 1A  
JACKSONVILLE, FLORIDA 32210

FRANK J. YONG  
TRACI VENABLE, Legal Assistant

March 24, 2008

TELEPHONE  
(904) 381-1901  
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(904) 381-1970  
E-MAIL  
fjyong@  
yahoo.com

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

*Re: Merger between Century Buick, Inc. and  
Century Automotive Hillsborough, LLC.*

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations you will find one original and one copy of the Articles of Merger between Century Buick, Inc. and Century Automotive Hillsborough, LLC. Also enclosed is this firm's check in the amount of \$70.00 representing your filing fees for this document. Please stamp the date and time the Articles of Merger were filed on the copy and return it to this office in the provided envelope.

Thank you for your attention to this matter. Please do not hesitate to contact this office should you have questions regarding this matter.

Very truly yours,



Traci Venable,  
Legal Assistant

/tlv  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 31, 2008

FRANK J. YOUNG, P.A.  
4570 ST. JOHNS AVENUE  
SUITE 1A  
JACKSONVILLE, FL 32210

SUBJECT: CENTURY BUICK, INC.  
Ref. Number: S53664

We have received your document for CENTURY BUICK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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) 245-6067.

Neysa Culligan  
Document Specialist

Letter Number: 108A00018855

## ARTICLES OF MERGER

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with section 607.1109 or 617.0302 Florida Statutes.

1. These Articles of Merger are between CENTURY BUICK, INC., a Florida corporation and CENTURY AUTOMOTIVE HILLSBOROUGH, LLC., a Florida limited liability company. LOS-29931

2. The surviving corporation shall be CENTURY BUICK, INC. 553664

3. The effective date of the merger shall be April 1, 2008.

4. All the membership interest of CENTURY AUTOMOTIVE HILLSBOROUGH, LLC. will be exchanged for one (1) share of stock in CENTURY BUICK, INC. as a result of the merger.

5. As a result of the merger, all the assets and liabilities of CENTURY AUTOMOTIVE HILLSBOROUGH, LLC. shall become assets and liabilities of CENTURY BUICK, INC. the surviving corporation.

6. The shareholders and directors of CENTURY BUICK, INC. unanimously approve the Plan of Merger and authorize the execution of Articles of Merger on 20<sup>th</sup> day of March, 2008.

7. The members of CENTURY AUTOMOTIVE HILLSBOROUGH, LLC. unanimously approve the Plan of Merger and authorize the Articles of Merger on 20<sup>th</sup> day of March, 2008.

IN WITNESS WHEREOF, these Articles of Merger have been executed on this 20 day of March, 2008.

CENTURY BUICK, INC.

By: 


RALPH C. GHIOTO, III, as President

Attested by: 

MARY P. GHIOTO, as Secretary

FILED  
08 MAR 27 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CENTURY AUTOMOTIVE  
HILLSBOROUGH, LLC.**

By: 

**RALPH C. GHIOTO, JR.**, as Trustee  
of the Irrevocable Gift Trust for Diane  
Ghioto dated May 1, 2000, as Trustee of  
the Irrevocable Gift Trust for Ralph C.  
Ghioto, III dated May 1, 2000, and as  
Trustee of the Irrevocable Gift Trust for  
Gina Ghioto dated May 1, 2000, and

By: 

**RALPH C. GHIOTO, JR.**, as Trustee of  
the Ralph C. Ghioto, Jr. Irrevocable  
Family Trust dated September 27, 2005

## **PLAN OF MERGER**

Plan of Merger for CENTURY ISUZU, INC., a Florida corporation, and CENTURY AUTOMOTIVE HILLSBOROUGH II, LLC., a Florida limited liability company, pursuant to the requirements of Florida Statutes, Section 607.1101 the Plan of Merger is set forth as follows:

1. CENTURY ISUZU, INC., a Florida corporation and CENTURY AUTOMOTIVE HILLSBOROUGH II, LLC., a Florida limited liability company plan to merge into one entity with the surviving entity being CENTURY ISUZU, INC.
2. The merger will take into affect whereby CENTURY AUTOMOTIVE HILLSBOROUGH II, LLC. members will surrender their ownership interest in the LLC to CENTURY ISUZU, INC. in exchange for one (1) share of stock in CENTURY ISUZU, INC.
3. The effective date of the merger April 1, 2008.
4. The Plan of Merger shall be adopted unanimously by one hundred percent (100%) of the shareholders of CENTURY ISUZU, INC. and by one hundred percent (100%) of the ownership members interest in CENTURY AUTOMOTIVE HILLSBOROUGH II, LLC.
5. As a result of the merger all the assets and liabilities of CENTURY AUTOMOTIVE HILLSBOROUGH II, LLC. shall become assets and liabilities of CENTURY ISUZU, INC.

**FILED**  
08 MAR 27 AM 9:44  
SECRETARY OF STATE  
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