

S68928

ARTICLES OF MERGER
Merger Sheet

MERGING:

700005557257--5

USA AUTO MALL, INC., a New York corporation not qualified in Florida

USA AUTO MALL OF FLORIDA, INC., a Florida corporation S68928

USA AUTO MALL OF NEW JERSEY, INC., a New Jersey corporation not qualified in Florida.

USA AUTO MALL OF NEW YORK, INC., a New York corporation not qualified in Florida

PRICE AUTO OUTLET OF CALIFORNIA, INC., a California corporation not qualified in Florida

into

CENTREX CAPITAL CORP., a New York entity P35153

File date: May 10, 2002

Corporate Specialist: Velma Shepard