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**FILED** *TRM*  
in the office of the Secretary of State  
of the State of California

JAN 23 2009

## AGREEMENT AND PLAN OF MERGER

BETWEEN

ADVANTAGE LINCOLN-MERCURY, INC.

A CALIFORNIA CORPORATION

AND

ADVANTAGE FORD, INC.

A CALIFORNIA CORPORATION

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of the 6<sup>th</sup> day of December, 2008 is made by and between Advantage Lincoln-Mercury, Inc., 1051 Central Avenue, Duarte, California, 91010, a California corporation and Advantage Ford, Inc., 1031 Central Avenue, Duarte, California, 91010, a California corporation ("Surviving Entity").

## WITNESSETH

WHEREAS, the Board of Directors of Advantage Ford, Inc. deems it advisable and in the best interests of itself and its stockholders that Advantage Lincoln-Mercury, Inc. be merged with and into Advantage Ford, Inc. as permitted by the California Corporations Code, Section 1101, et. seq. (the "California Laws") and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of Advantage Lincoln-Mercury, Inc. deems it advisable and in the best interests of itself and its stockholders that Advantage Lincoln-Mercury, Inc. be merged with and into Advantage Ford, Inc. as permitted by the California Laws and pursuant to the terms and conditions hereinafter set forth; and

WHEREAS, immediately prior to the Effective Time (as hereinafter defined), Advantage Lincoln-Mercury, Inc. has an authorized capitalization consisting of Common Stock, par value \$1,000 per share of which 200 shares are issued and outstanding.

WHEREAS, immediately prior to the Effective Time (as hereinafter defined), Advantage Ford, Inc. has an authorized capitalization consisting of Common Stock, \$1,000 par value per share, of which 1,800 shares are issued and outstanding.

WHEREAS, the stockholders and directors of Advantage Lincoln-Mercury, Inc. approved this Agreement at a Joint Shareholders and Board of Directors meeting on December 6, 2008 at 385 East Colorado Blvd., Pasadena, California;