Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CAR AAG FL DOD L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"CAR AAG FL FT PIE L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"CAR AAG FL JAC L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"CAR AAG FL ST AUG L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"CAR AAG GA L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"CAR SON CAP CHVY L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"CAR SON MAS TN II L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

"CAR UNI TN GER L.L.C.", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "CARS-DB5 L.L.C." UNDER THE NAME OF "CARS-DB5 L. L. C. " A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING

BILL GARRETT, Davidson County
Trans:T20110080113 CHARTERFGN
Recvd: 12/19/11 12:05 4 pgs
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Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 9173278

DATE: 11-22-11

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Delaware

The First State

UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SECOND DAY OF NOVEMBER, A.D. 2011, AT 8:13 O'CLOCK A.M.

Jeffrey W. Bullock, Secretary of State

3558368 8100M

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AUTHENTICATION: 9173278

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State of Delaware
Secretary of State
Division of Corporations
Delivered 08:10 AM 11/22/2011
FILED 08:13 AM 11/22/2011
SRV 111219639 - 3558368 FILE

CERTIFICATE OF MERGER
OF
CAR AAG GA L.L.C.
CAR AAG FL JAC L.L.C.
CAR AAG FL FT PIE L.L.C.
CAR AAG FL ST AUG L.L.C.
CAR AAG FL DOD L.L.C.
CAR SON CAP CHVY L.L.C.
CAR SON MAS TN II L.L.C.
CAR UNI TN GER L.L.C.
(Delaware Limited Liability Companies)
INTO
CARS-DB5 L.L.C.
(a Delaware Limited Liability Company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Act, the undersigned limited liability company hereby certifies that:

1. The name of the surviving limited liability company is CARS-DB5 L.L.C. and the names of the each of the domestic limited liability companies being merged into this surviving limited liability company are as follows:

CAR AAG GA L.L.C.
CAR AAG FL JAC L.L.C.
CAR AAG FL FT PIE L.L.C.
CAR AAG FL ST AUG L.L.C.
CAR AAG FL DOD L.L.C.
CAR SON CAP CHVY L.L.C.
CAR SON MAS TN II L.L.C.
CAR UNI TN GER L.L.C.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the aforesaid constituent limited liability companies.

3. The name of the surviving limited liability company is: CARS-DB5 L.L.C. (herein sometimes referred to as the "Surviving LLC").

4. The Certificate of Formation of Surviving LLC shall continue to be its Certificate of Formation upon consummation of the merger.

5. The executed Agreement and Plan of Merger between the aforesaid constituent limited liability companies is on file at an office of the Surviving LLC at: 8270 Greensboro Drive, Suite 950, McLean, Virginia 22102.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC, on request and without cost, to any member or any person holding an interest in any constituent limited liability company.

7. The merger shall become effective upon filing.

IN WITNESS WHEREOF, said surviving limited liability company has caused this certificate to be signed as of the 22nd day of November, 2011.

CARS-DB5 L.L.C.

By: Capital Automotive L.P., a Delaware limited partnership, its sole member and manager

By: Capital Automotive LLC, a Delaware limited liability company, its general partner

By: Capital Automotive Real Estate Services, Inc., a Delaware corporation, its authorized company manager

By: _____
Name: David S. Kay
Title: Executive Vice President