F95000006203

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City State Zip Phone

100001666981
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*****70.00 *****70.00

CORPORATION(S) NAME

Republic Industries, Inc

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DIVISION OF CORPORATIONS

( ) Profit
( ) NonProfit
( ) Limited Liability Company
( ) Foreign

( ) Amendment
( ) Dissolution/Withdrawal

( ) Merger
( ) Mark

( ) Limited Partnership
( ) Reinstatement

( ) Annual Report
( ) Reservation

( ) Other
( ) Change of R.A.
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TALLAHASSEE, FLORIDA

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W.P. Verifier

CR2E031 (1-89)

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. REPUBLIC INDUSTRIES, INC.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DELAWARE
(State or country under the law of which it is incorporated)

3. 73-1105145
(FEI number, if applicable)

4. 05/30/91
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. 08/03/95
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.155, F.S.))

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7. 200 East Las Olas Blvd., Suite 1400
Fort Lauderdale, FL 33301
(Current mailing address)

8. To conduct any lawful business
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

Tanya M. Villar
(Registered agent's signature) (Officer)
TANYA M. VILLAR
SPECIAL ASSISTANT SECRETARY
(Type Name and Title of Officer)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: ______________________

Address: ______________________

____

Vice Chairman: ______________________

Address: ______________________

____

Director: *****SEE ATTACHED*****

Address: ______________________

____

Director: ______________________

Address: ______________________

____

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DIVISION OF CORPORATIONS
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B. OFFICERS

President: ______________________

Address: ______________________

*****SEE ATTACHED*****

Vice President: ______________________

Address: ______________________

____

Secretary: ______________________

Address: ______________________

____

Treasurer: ______________________________

Address: ______________________________

____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ______________________________
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard L. Handley, Senior Vice President & General Counsel
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 PM 1:10

REPUBLIC INDUSTRIES, INC.

Directors: H. Wayne Huizenga

Michael G. DeGroote

Harris W. Hudson

J.P. Bryan

Rick L. Burdick

George D. Johnson, Jr.

John J. Melk

Officers: H. Wayne Huizenga
Chairman of the Board and Chief Executive Officer

Michael G. DeGroote
Vice Chairman

Harris W. Hudson
President

Gregory K. Fairbanks
Executive Vice President and Chief Financial Officer

Donald E. Koogler
Executive Vice President and Chief Operating Officer

J. Ronald Castell
Senior Vice President

Robert Guerin
Senior Vice President

Richard Handley
Senior Vice President and General Counsel

Michael Carpenter
Vice President and Corporate Controller

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REPUBLIC INDUSTRIES, INC.

Dana Egan
Vice President

H. Wayne Huizenga, Jr.
Vice President

Courtland Peddy
Vice President, Treasurer and Secretary

Howard Sills
Vice President

Peter Wright
Vice President

Address for all officers and directors: 200 East Las Olas Blvd.
Ste. 1400
Ft. Lauderdale, FL 33301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "REPUBLIC INDUSTRIES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 20 PM 1:10

Edward J. Freel, Secretary of State

AUTHENTICATION: 7755315

DATE: 12-18-95

2264445 8300

950297359

Document Number Only F95000006203

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City State Zip Phone

CORPORATION(S) NAME

CF. 70
Cert. 52.50

Republic Industries

Wallace Imports, Inc.

FILED
97 FEB 28 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

() Profit
() NonProfit
( ) Limited Liability Co.
() Foreign
() Limited Partnership
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(X) Certified Copy
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() Amendment
() Dissolution/Withdrawal
() Annual Report
() Reservation
() Photo Copies
() Call if Problem
() Will Wait

() Merger
() Mark
(X) Other Share Exchange
() Change of R.A.
( ) Fictitious Name Filing
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Name Availability	
Document Examiner	
Updater	
Verifier	
Acknowledgment	
W.P. Verifier	

2/28/97
Share Exchange
3/3/97

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****122.50 ****122.50

CR2E031 (1-89)

ARTICLES OF SHARE EXCHANGE

BETWEEN

REPUBLIC INDUSTRIES, INC.
(a Delaware corporation)

AND

WALLACE IMPORTS, INC.
(a Florida corporation)

FILED
97 FEB 28 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1102 of the Florida Business Corporation Act (the "Act"), REPUBLIC INDUSTRIES, INC., a Delaware corporation, and WALLACE IMPORTS, INC., a Florida corporation, hereby execute and adopt the following Articles of Share Exchange as of February 2, 1997 and certify as follows:

1. The names of the corporations which are parties to the share exchange (the "Exchange") contemplated by these Articles of Share Exchange are REPUBLIC INDUSTRIES, INC., a Delaware corporation ("Republic"), and WALLACE IMPORTS, INC., a Florida corporation ("Wallace"). Republic is the acquiring corporation in the Exchange.

2. A copy of the Plan of Share Exchange is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.

3. After approval and submission to the shareholders of the Plan of Share Exchange by the Board of Directors of Wallace, in accordance with Section 607.1103 of the Act, the Plan of Share Exchange was unanimously approved by the shareholders of Wallace on February 2, 1997.

4. Approval of the Plan of Share Exchange is not required by the shareholders of Republic because Republic is the acquiring corporation, and under Section 607.1103 of the Act, approval is required only from the shareholders of the corporation whose outstanding shares will be acquired in the share exchange (in this case, Wallace).

5. The effective date of the Exchange shall be the date a Certificate of Share Exchange issued by the Department of State becomes effective.

IN WITNESS WHEREOF, the parties have caused these Articles of Share Exchange to be executed as of the date first written above.

REPUBLIC INDUSTRIES, INC.

By: ______________________
Richard L. Handley
Sr. Vice President & ~~General~~ Counsel

WALLACE IMPORTS, INC.

By: ______________________
William L. Wallace
President

PLAN OF SHARE EXCHANGE

This Plan of Share Exchange (the "Plan") is entered into as of February 2, 1997 among REPUBLIC INDUSTRIES, INC., a Delaware corporation ("Republic") and Wallace Imports, Inc., a Florida corporation ("Wallace").

RECITALS

The board of directors and shareholders of Wallace and the board of directors of Republic have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Wallace exchange (the "Exchange") all of its issued and outstanding shares of common stock for a certain number of shares of Republic common stock on the terms and subject to the conditions set forth herein.

ARTICLE I

The Exchange

At the Effective Time (as defined in Article IV hereof), all of the outstanding shares of Wallace, which is the corporation whose shares are being acquired, shall be exchanged for a certain number of shares of Republic common stock, as more fully set forth in Article II hereof, in accordance with the Florida Business Corporation Act (the "Act").

ARTICLE II

Manner and Basis of Exchanging Shares

A. At the Effective Time, all of the shares of common stock of Wallace (voting and nonvoting), One Dollar ($1.00) par value per share ("Wallace Common Stock"), which are issued and outstanding shall, by virtue of the Exchange and without any action on the part of the holder thereof, be exchanged for a total of 12,214 shares of common stock, $.01 par value per share, of Republic ("Republic Common Stock"). Fractional shares of Republic Common Stock will not be issued, instead shares of Republic Common Stock will be issued determined to the nearest whole share of Republic Common Stock.

B. At the Effective Time, each right to acquire shares of Wallace Common Stock, to the extent that any such rights exist, which shall be issued and outstanding shall, by virtue of the Exchange and without any action on the part of the holder thereof, be extinguished.

ARTICLE III

Effect of Exchange

At the Effective Time, the Wallace Common Stock shall be exchanged as provided in this Plan of Share Exchange, and the former holders of Wallace Common Stock shall be entitled only to the exchange of rights provided for in Article II hereof and their rights, if any, under Section 607.1302 of the Act.

ARTICLE IV

Effective Time

As used in this Agreement, the term "Effective Time" shall mean the date and time a Certificate of Share Exchange issued by the Florida Department of State becomes effective.

REPUBLIC INDUSTRIES, INC.

Richard L. Handley, Secretary

WALLACE IMPORTS, INC.

William L. Wallace, President

Document Number Only

F95000006203

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

30000221388 3--5
-06/17/97--01001--026
*****70.00 *****70.00

CORPORATION(S) NAME

SGM Realty Corp.

share exchange to:

Republic Industries, Inc.

FILED
97 JUN 16 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

( ) Profit
( ) NonProfit
( ) Limited Liability Co.
( ) Amendment
(X) Merger (Share Exchange)

( ) Foreign
( ) Dissolution/Withdrawal
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
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6-16

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CR2E031 (1-89)

6

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 17, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: REPUBLIC INDUSTRIES, INC.
Ref. Number: F95000006203

We have received your document for REPUBLIC INDUSTRIES, 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):

[redacted]

The name and capacity of the person signing on behalf of SCM REALTY, INC. must be typed or printed beneath the signature.

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 (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 797A00032290

6-17-97
Joy,
Please see corrections
and backdate filing
to 6-16-97.
Thanks.
Tamea

FILED
97 JUN 16 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE

BETWEEN

REPUBLIC INDUSTRIES, INC.
(a Delaware corporation)

AND

SCM REALTY, INC.
(a Florida corporation)

Pursuant to the provisions of Section 607.1102 of the Florida Business Corporation Act (the "FBCA"), REPUBLIC INDUSTRIES, INC., a Delaware corporation, and SCM REALTY, INC., a Florida corporation, hereby execute and adopt the following Articles of Share Exchange as of 6-16, 1997 and certify as follows:

1. The names of the corporations which are parties to the share exchange contemplated by these Articles of Share Exchange (the "Exchange") are REPUBLIC INDUSTRIES, INC., a Delaware corporation, and SCM REALTY, INC., a Florida corporation ("SCM"). Republic is the acquiring corporation in the Exchange.

2. A copy of the Plan of Share Exchange is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.

3. After approval and submission to the shareholders of the Plan of Share Exchange by the Board of Directors of SCM, in accordance with FBCA Section 607.1103, the Plan of Share Exchange was unanimously approved by the shareholders of SCM on May 9, 1997.

4. Approval of the Plan of Share Exchange is not required by the shareholders of Republic because Republic is the acquiring corporation, and under FBCA Section 607.1103 approval is required only from the shareholders of the corporation whose outstanding shares will be acquired in the share exchange (in this case, SCM).

5. The effective date of the Exchange shall be the date a Certificate of Share Exchange issued by the Department of State becomes effective.
The Date of Adoption by the Board of Directors of Republic is 6-16-97.

IN WITNESS WHEREOF, the parties have caused these Articles of Share Exchange to be executed as of the date first written above.

REPUBLIC INDUSTRIES, INC.

By:____________________________
James Cole, Senior Vice President,
Secretary and General Counsel

SCM REALTY, INC.

By:____________________________
Steve Moore, President

PLAN OF SHARE EXCHANGE

This Plan of Share Exchange (this"Plan") is entered into as of May 9, 1997 among REPUBLIC INDUSTRIES, INC. a Delaware corporation ("Republic"), and SCM Realty, Inc., a Florida corporation ("SCM").

RECITALS

The board of directors and shareholders of SCM and the board of directors of Republic have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that SCM exchange (the "Exchange") all of its issued and outstanding shares of common stock for a certain number of shares of Republic common stock on the terms and subject to the conditions set forth herein.

ARTICLE I

The Exchange

At the effective time (as defined in Article IV hereof), all of the outstanding shares of SCM, which is the corporation whose shares are being acquired, shall be exchanged for a certain number of shares of Republic common stock, as more fully set forth in Article II hereof, in accordance with the Florida Business Corporation Act (the "FBCA").

ARTICLE II

Manner and Basis of Exchanging Shares

A. At the Effective Time, all of the shares of common stock of SCM (voting and nonvoting), Ten Cents ($0.10) par value per share (the "SCM Common Stock"), which are issued and outstanding shall, by virtue of the Exchange and without any action on the part of the holder thereof, be exchanged for a total of 125,228 shares of common stock, $.01 par value per share, of Republic ("Republic Common Stock"). Fractional shares of Republic Common Stock will not be issued, instead shares of Republic Common Stock will be issued determined to the nearest whole share of Republic Common Stock.

B. At the Effective Time, each right to acquire shares of SCM Common Stock, to the extent that any such rights exist, which shall be issued and outstanding shall, by virtue of the Exchange and without any action on the part of the holder thereof, be extinguished.

ARTICLE III

Effect of Exchange

At the Effective Time, the SCM shares shall be exchanged as provided in the Plan of Share Exchange, and the former holders of SCM shares shall be entitled only to the exchange of rights provided for in Article II hereof and their rights, if any, under Section 607.1302 of the FBCA.

ARTICLE IV

Effective Time

As used in this Agreement, the term "Effective Time" shall mean the date and time a Certificate of Share Exchange issued by the Florida Department of State becomes effective.

F95000006203

SENT BY:

ENTER SELECTION AND <CR>:
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7/23/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
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(((H97000011022 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: MAGGIE VINAJERAS
PHONE: (305)374-5600

ACCT#: 075471001363

FAX #: (305)374-5095

NAME: COURTESY AUTO GROUP, INC.
AUDIT NUMBER......H97000011022
DOC TYPE.........MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0
CERT. COPIES......1

PAGES....... 6
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EST.CHARGE.. $122.50

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DIVISION OF CORPORATIONS

Share Exchange
SP 7/23/97

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7/03/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:35 PM

(((H97000011022 5)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: MAGGIE VINAJERAS
PHONE: (305)374-5600

ACCT#: 075471001363

FAX #: (305)374-5095

NAME: COURTESY AUTO GROUP, INC.
AUDIT NUMBER......H97000011022
DOC TYPE..........MERGER OR SHARE EXCHANGE
CERT. OF STATUS..0
CERT. COPIES......1

PAGES....... 6
DEL.METHOD.. FAX
EST.CHARGE.. $122.50

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DIVISION OF CORPORATIONS

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 7, 1997

REPUBLIC INDUSTRIES, INC.
450 E LAS OLAS BLVD
SUITE 1200
FORT LAUDERDALE, FL 33301US

SUBJECT: REPUBLIC INDUSTRIES, INC.
REF: F95000006203

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

If shareholder approval is not required for REPUBLIC INDUSTRIES, INC., please make that statement in the document.

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) 487-6901.

Susan Payne
Senior Section Administrator

FAX Aud. #: E97000011022
Letter Number: 397A00034973

7/11 JLA -
Have Phil call David Mann
Director of Division

AKERMAN, SENTERFITT & EIDSON, P.A.
ATTORNEYS AT LAW
SUNTRUST INTERNATIONAL CENTER
[illegible] FLOOR
ONE SOUTHEAST THIRD AVENUE
MIAMI, FLORIDA [illegible]
[illegible]
FACSIMILE [illegible]

July 21, 1997

Ms. Susan Payne
Senior Section Administrator
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Share Exchange-Republic Industries, Inc./
Courtesy Auto Group, Inc.
Ref. No. F95000006203
FAX AUDIT #: H97000011023

Dear Ms. Payne:

In response to your correspondence dated July 7, 1997 (letter No. 397A00034973) regarding the above-referenced matter, enclosed are revised Articles of Share Exchange, along with the attached Plan of Share Exchange, between Republic and Courtesy. As per our discussion, you agreed that the parties would be entitled to preserve the July 3, 1997 filing date upon the filing of revised Articles reflecting that Shareholder approval of Republic is not required under the Florida Business Corporation Act. This has been included in Section 2 of the revised Articles.

If you should have any questions or comments regarding the foregoing, please do not hesitate to contact me at (305) 982-5672.

Very truly yours,

AKERMAN, SENTERFITT & EIDSON, P.A.

Carlos J. Dela[illegible]

CJD:jes
Enclosures
cc: Luis J. Perez, Esq.

MIA-[illegible]

FAX AUDIT #H97000011022

ARTICLES OF SHARE EXCHANGE

COURTESY AUTO GROUP, INC.,
a Florida corporation

and

REPUBLIC INDUSTRIES, INC.,
a Delaware corporation

Pursuant to the provisions of Section 607.1102 of the Florida Business Corporation Act (the "Act"), **COURTESY AUTO GROUP, INC.**, a Florida corporation ("Courtesy"), and **REPUBLIC INDUSTRIES, INC.**, a Delaware corporation ("Republic"), hereby execute and adopt the following Articles of Share Exchange as of July 1, 1997 and certify as follows:

1. The name of the exchanging corporation is Courtesy Auto Group, Inc., a Florida corporation, whose registered office is located at 650 N. Highway 17-92, Longwood, Florida 32750.

2. After submission of the Plan of Share Exchange by the shareholders and board of directors of Courtesy on June 30, 1997, and by the board of directors of Republic on February 21, 1997 in accordance with §607.1102 of the Florida Business Corporation Act (the "Act"), the Plan of Share Exchange was unanimously approved. Shareholder approval by the shareholders of Republic is not required under §607.1103 of the Act.

3. The exchange shall be effective upon filing the Articles of Share Exchange with the Department of State of the State of Florida, Division of Corporations.

4. A copy of the Plan of Share Exchange is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein. This document may be executed in multiple counterparts, each of which shall be deemed an original. and all of which when taken together shall constitute one and the same document.

Prepared By:

Carlos J. Deupi, Esq.
One S.E. 3rd Avenue, 28th Fl.
Miami, Florida 33131
Florida Bar No. 0112054

MIA-176300-2

FAX AUDIT #H97000011022

FAX AUDIT #H97000011022

IN WITNESS WHEREOF, these Articles of Share Exchange have been executed as of the date first written above.

COURTESY AUTO GROUP, INC.,
a Florida corporation

By:______________________________
Samuel G. Swope, Chairman
and Chief Executive Officer

REPUBLIC INDUSTRIES, INC.,
a Delaware corporation

By:______________________________
James O. Cole, Senior Vice President,
General Counsel and Secretary

IN WITNESS WHEREOF, these Articles of Share Exchange have been executed as of the date first written above.

COURTESY AUTO GROUP, INC.,
a Florida corporation

By:
Samuel G. [illegible], Chairman
and Chief Executive Officer

REPUBLIC INDUSTRIES, INC.,
a Delaware corporation

By: ______________________
James O. Cole, Senior Vice President
General Counsel and Secretary

EXHIBIT A

PLAN OF SHARE EXCHANGE

This Plan of Share Exchange (this "Plan") is adopted as of July 1, 1997 by Republic Industries, Inc., a Delaware corporation ("Republic"), and Courtesy Auto Group Inc., a Florida corporation (the "Company").

RECITALS

The board of directors of Republic and the board of directors and shareholders of the Company have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that all of the issued and outstanding shares of common stock of the Company be exchanged for a certain number of shares of Republic common stock (the "Share Exchange") in accordance with Section 607.1102 of the Florida Business Corporation Act, and on the terms and subject to the conditions set forth herein.

ARTICLE I

PARTIES

A. The name of the corporation the shares of which are being acquired is Courtesy Auto Group, Inc., a Florida corporation.

B. The name of the acquiring corporation is Republic Industries, Inc., a Delaware corporation.

ARTICLE II

TERMS AND CONDITIONS

A. The terms and conditions of the Share Exchange shall be as provided in the Reorganization Agreement dated January 31, 1997 among Republic and the Company and its shareholders, provided that the Share Exchange shall become effective at the Effective Time (as defined in Article IV).

ARTICLE III

MANNER AND BASIS OF EXCHANGING SHARES

A. At the Effective Time, each share of common stock of the Company, par value $10.00 per share (the "Company Common Stock"), which shall be issued and outstanding immediately prior to the Effective Time (other than shares of Company Common Stock held in treasury) shall be exchanged into the right to receive 3,347.92 shares of common stock, $0.01 par value per share, of Republic ("Republic Common Stock").

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of Company Common Stock, to the extent that any such rights exist, shall be canceled and extinguished.

ARTICLE IV

EFFECTIVE TIME

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of this Plan of Share Exchange with the Office of the Department of State of the State of Florida, Division of Corporations.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

REPUBLIC INDUSTRIES, INC.,
a Delaware corporation

By: ____________________
Jerald O. Cole, Senior Vice President,
General Counsel and Secretary

COURTESY AUTO GROUP, INC.,
a Florida corporation

By: ____________________
Samuel G. Swope, Chairman
and Chief Executive Officer

FAX AUDIT #H97000011032

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

REPUBLIC INDUSTRIES, INC.,
a Delaware corporation

By: ______________________
James O. Cole, Senior Vice President,
General Counsel and Secretary

COURTESY AUTO GROUP, INC.,
a Florida corporation

By: ______________________
Samuel G. Swope, Chairman
and Chief Executive Officer

FAX AUDIT #H97000011022