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.

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

( ) Profit
( ) NonProfit
( ) Limited Liability Co.
( ) Amendment
( ) Merger

( ) Foreign
( ) Dissolution/Withdrawal
( ) Mark

( ) Limited Partnership
( ) Reinstatement
( ) Annual Report
( ) Reservation
(X) Other Share Exchange
( ) Change of R.A.
( ) Fictitious Name Filing

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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)

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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

F95000006288

STATE OF FLORIDA
OFFICE OF THE COMPTROLLER
APPLICATION FOR REFUND

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section ________*, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Shance GP One Inc. EIN or SS#: 25-1778540

Address: 303 N. Science Park Rd
State College, PA 16803

Amount: $165.00 Date Paid 2/27/97

Reason for claim: Corp. Withdrew, no AIR required - F95000006288
SPM 3-11-97

Certified true and correct this 14 *day of* March *, 19* 97.

Signature ________________

* Must be completed if authority is other than Section 215.26, Florida Statutes.

For Agency Use Only

Agency recommends approval of above claim and submits the following information to substantiate the claim: *Amount of recommended refund $* 165.00

The amount requested above was originally deposited into the State Treasury as a part of the funds deposited on State Treasurer's Receipt No. 92752/021 *dated* 03-06-97

Name of Account ________________
4520213000145300000000000010000

Statutory Authority for Collection 607

It is requested that payment be made from the following account:

NAME OF ACCOUNT: ________________
4520213000145300000000022002000

Certified true and correct this ______ *day of* ________________, *19* ____.

Department of State, Division of Corporations ________________
(Agency) (Authorized Signature and Title)

CR2E060(6/95)