

Document Number Only

M98000001578

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-12/30/98--01002--026
*****70.00 *****70.00

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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-12/30/98--01002--027
*****17.50 *****17.50

CORPORATION(S) NAME

00789-02710-00071

M98-29303

R:B Holding Company, Inc.

merging into:

Kendall Imports, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CT

SUBJECT: R&B HOLDING COMPANY, INC. INTO KENDALL IMPORTS, LLC
Ref. Number: W98000029303

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for R&B HOLDING COMPANY, INC. INTO KENDALL IMPORTS, LLC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 798A00061142

1/4/99

* Please backdate Merger to :
December 29th.

Thanks !

**ARTICLES OF MERGER
OF
R&B HOLDING COMPANY, INC.
AND
KENDALL IMPORTS, LLC**

Pursuant to the provisions of Sections 607.1101 and 607.1107 of the Florida Business Corporation Act (the "Act"), R&B Holding Company, Inc., a Florida corporation, and Kendall Imports, LLC, a Delaware limited liability company, do hereby adopt the following Articles of Merger (the "Articles"):


1. The names of the entities which are parties to the merger contemplated by these Articles are R&B Holding Company, Inc. ("RBI") and Kendall Imports, LLC ("KIL").
2. RBI is hereby merged with and into KIL and the corporate existence of RBI shall cease. KIL is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Board of Directors and the sole shareholder of RBI adopted the Plan of Merger on December 21, 1998 by written consents in lieu of holding special meetings.
4. The Board of Managers and sole member of KIL adopted the Plan of Merger on December 21, 1998 by written consents in lieu of holding special meetings.

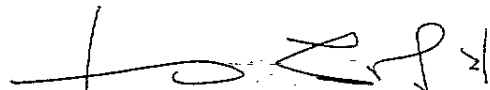
The Merger shall become effective upon the filing of these Articles by the Department of State of the State of Florida.

The parties have caused these Articles to be executed as of the 21st day of December, 1998.

F16332
R&B HOLDING COMPANY, INC.

M98000001578
KENDALL IMPORTS, LLC


James O. Cole
Vice President and Secretary


James O. Cole
Manager

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TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER

R&B HOLDING COMPANY, INC.

AND

KENDALL IMPORTS, LLC

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TALLAHASSEE, FLORIDA

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TAMM LAMASSSE, FLORIDA

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made and entered into as of the 21st day of December, 1998, by and among Kendall Imports, LLC, a Delaware limited liability company (the "LLC"), and R&B Holding Company, Inc., a Florida corporation (the "Corporation").

RECITALS

A. Corporation is a Florida corporation authorized to issue 60 shares of common stock of which there are outstanding 40 shares, all of which are owned by Republic Industries, Inc., a Delaware corporation.

B. LLC is a Delaware limited liability company, which has outstanding 100 units, all of which are owned by Autonation Incorporated, a Florida corporation, an indirect wholly-owned subsidiary of Republic Industries, Inc., a Delaware corporation.

C. The parties desire to merge the Corporation with and into the LLC.

NOW, THEREFORE, the parties hereby agree as follows:

AGREEMENT

ARTICLE 1

ADDRESS AND PLACE OF ORGANIZATION OF EACH CONSTITUENT ENTITY

1.1 LLC. The LLC is a limited liability company organized under the laws of the State of Delaware pursuant to the filing of a certificate of formation on December 21, 1998. The two managers of the LLC are Thomas W. Hawkins and James O. Cole, both with addresses of 110 S.E. 6th Street, 20th floor, Ft. Lauderdale, FL 33301.

1.2 Corporation. The Corporation is a Florida corporation, which filed its articles of incorporation on December 29, 1980.

ARTICLE 2

TERMS AND CONDITIONS OF THE MERGER

2.1 Merger. On the Effective Date (as defined herein), Corporation shall merge with and into LLC in accordance with Section 18-209 of the Delaware Limited Liability Company Act (6 Del.C. § 18-101, *et seq.*, the "Delaware LLC Act") and Sections 607.1101 and 607.1107 of the Florida Business Corporation Act (the "Act") (the "Merger"). The LLC shall be the surviving entity and the separate existence of the Corporation shall cease.

2.2 Effective Date. The Merger shall become effective upon filing with the Department of the State of Delaware. The date on which the Merger becomes effective is referred to in this Agreement as the "Effective Date."

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TALLAHASSEE, FLORIDA

2.3 Surviving Entity. The identity, existence, name, purposes, franchises, powers, rights and immunities of the LLC shall continue unaffected and unimpaired by the Merger. The LLC shall succeed without other transfer, act, or deed, to all the rights and property of the Corporation, and shall be subject to all the debts and liabilities of the Corporation in the same manner as if the LLC had itself incurred them, provided that liens, if any, upon the property of the Corporation shall be limited to the property affected by those liens immediately prior to the Effective Date.

2.4 Disappearing Entity. The identity, existence, name, purposes, franchises, powers, rights and immunities of the Corporation shall vest in the LLC.

2.5 Units of LLC. The units of the LLC outstanding on the Effective Date shall not be changed or converted as a result of the Merger but shall remain outstanding as units of the LLC.

2.6 Shares of Corporation. On the Effective Date, each issued and outstanding share of Corporation shall be canceled and no units of LLC shall be issued in exchange therefor.

2.7 State Filings. Upon the receipt of any required approval of the Corporation and the LLC, the LLC shall file (i) a Certificate of Merger in the office of the Delaware Secretary of State in accordance with Section 18-209(c) of the Delaware LLC Act, and (ii) Articles of Merger in the office of the Florida Secretary of State in accordance with the Act.

2.8 Further Assurance. After the Effective Date, the Corporation, through the persons who were its officers immediately prior to the Merger, shall execute or cause to be executed such further assignments, assurances or other documents as may be necessary or desirable to vest, perfect, or confirm any and all right, title and interest to properties, assets, and rights in the LLC.

2.9 Counterparts. This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

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[SIGNATURES ARE ON THE NEXT PAGE]

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IN WITNESS WHEREOF, the parties have executed this Agreement effective as of the date first written above.

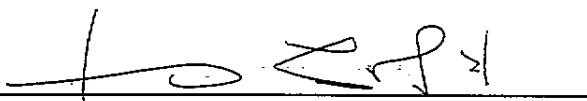
LLC:

KENDALL IMPORTS, LLC, a Delaware limited liability company

By: 
James O. Cole, Manager

CORPORATION:

R&B HOLDING COMPANY, INC., a Florida corporation

By: 
James O. Cole, Vice President and Secretary

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

R & B HOLDING COMPANY, INC., A FLORIDA CORPORATION

into

KENDALL IMPORTS, LLC, a Delaware corporation M98000001578

File date: December 29, 1998

Corporate Specialist: Tammi Cline