

Document Number Only

P95000072322

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

RI / SLM Merger Corp.

Stuart Lincoln - Mercury, Inc. (survivor)

- Profit
- NonProfit
- Limited Liability Co.

CF. 70.00
Cent. 52.50
 Amendment Merger

- Foreign
- Dissolution/Withdrawal
- Mark

- Limited Partnership
- Annual Report
- Other
- Reinstatement
- Reservation
- Change of R.A.

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Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

2/28

Merger
3/3/97
DC

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

RECORDED
95 FEB 29 PM 4:21

P95000072322

ARTICLES OF MERGER -
Merger Sheet

MERGING:

RI/SLM MERGER CORP., a Florida corporation, P9700009497

INTO

STUART LINCOLN-MERCURY, INC., a Florida corporation, P95000072322

File date: February 28, 1997

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER

OF

RI/SLM Merger Corp.

AND

Stuart Lincoln-Mercury, Inc.

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

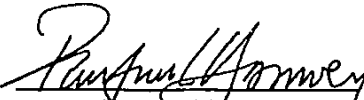
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/SLM Merger Corp., a Florida corporation, and Stuart Lincoln-Mercury, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RI/SLM Merger Corp., ("RI/SLM") and Stuart Lincoln-Mercury, Inc., ("Stuart").
2. RI/SLM is hereby merged with and into Stuart and the corporate existence of RI/SLM shall cease. Stuart is the surviving corporation 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 Plan of Merger was adopted by the Board of Directors and the sole shareholder of RI/SLM on February 2, 1997 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of Stuart on February 2, 1997 at a joing special meeting of the Board of Directors and Stockholders of Wallace, pursuant to Sections 607.0704 and 607.0821 of the Act.

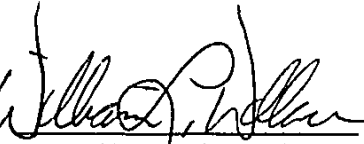
The Merger shall become effective upon the filing of these Articles of Merger by the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of February 28, 1997.

RI/SLM Merger Corp.

By: 
Name: Richard L. Handley
Title: Vice President

Stuart Lincoln-Mercury, Inc.

By: 
Name: William L. Wallace
Title: President

PLAN OF MERGER

This Plan of Merger (the "Plan") is entered into as of February 2, 1997 by RI/SLM Merger Corp., a Florida corporation ("Merger Corp.") and Stuart Lincoln-Mercury, Inc., a Florida corporation (the "Company").

RECITALS

The boards of directors and shareholders of Merger Corp. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Merger Corp. be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected

and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of the Company, \$0.10 par value per share ("Company Common Stock"), which shall be issued and outstanding (other than shares of Company Common Stock held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive 458,015 shares of common stock, \$0.01 par value per share, of Republic Industries, Inc., a Delaware corporation and the parent of Merger Corp. ("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 share of common stock of Merger Corp., par value \$.01 per share, issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

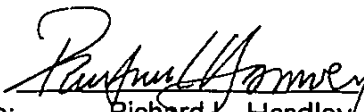
ARTICLE V

Effective Time

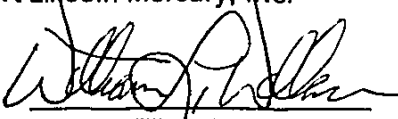
As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

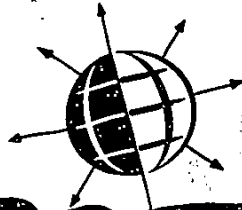
Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

RI/SLM Merger Corp.

By: 
Name: Richard L. Handley
Title: Vice President

Stuart Lincoln-Mercury, Inc.

By: 
Name: William L. Wallace
Title: President



P95000073182

March 7, 1997

P.O. Box

33192

Indialantic,

Florida

32903-

0192 USA

Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

Dear Madam or Sir:

Subject: **CROSS OCEANS, INC. Change of Address**

REGISTRATION NUMBER: **G95229000142**

DOCUMENT NUMBER OF CORPORATION: **P95000073182**

Please note that the principal address of the corporation remains:

P.O. Box 33192
Indialantic, Florida 32903-0192

The principal office and Registered Agent Chadley Davis have moved to:

118 Atlantic Ave.
Indialantic, Florida 32903

Voice

The new office telephone numbers have changed to:

407.725-

Phone: (407) 777-5581
Fax: (407) 777-5582

1722 Fax

407.725.

Should you have any questions, please contact this office at the address given above.

1722 E-

Sincerely,

mail:

crsocean

Ha T. Nguyen
Vice President

@lu.net

KS 3/18



FLORIDA DEPARTMENT OF STATE

Carole B. Morham
Secretary of State

December 7, 1996

P95000073366

CARGO SERVICES BY AIR, INC.
8074 N.W. 29TH STREET
MIAMI, FL 33122

SUBJECT: CARGO SERVICES BY AIR, INC.
Ref. Number: P95000073366

Our records indicate the registered agent for the above named corporation resigned on October 28, 1996 and that the corporation currently does not have a registered agent designated.

Chapter 607, Florida Statutes, requires this office to give 60 days notice of our intent to dissolve a corporation for failure to appoint and maintain a registered agent.

This letter is our notice of intent to dissolve the above named corporation 60 days from the date of this letter if a registered agent is not properly designated.

Enclosed is registered agent designation application for you to complete and return with a filing fee of \$35.

If you should need any further information, please contact our office at (904)-487-6050.

Carol Mustain
Corporate Specialist



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1997

CARGO SERVICES BY AIR, INC.
8074 N.W. 29TH STREET
MIAMI, FL 33122

SUBJECT: CARGO SERVICES BY AIR, INC.

Document #: P95000073366

Due to your failure to respond to our letter advising you of your corporation not maintaining a registered agent and giving you 60 days notice of our intent to dissolve the above corporation, this corporation is now administratively dissolved.

A Certificate of Dissolution is enclosed.

If you have any questions concerning this matter, please call (904) 487-6916.

Carol Mustain
Corporate Specialist
Amendment Section
Division of Corporations

Letter Number: 097A00006038

State of Florida



Department of State

CERTIFICATE OF ADMINISTRATIVE DISSOLUTION

The provisions of section 607.1421 or 617.1421, Florida Statutes, which requires 60 days notice of a proposed dissolution, have been met for CARGO SERVICES BY AIR, INC., a corporation organized under the laws of the State of Florida. This corporation is hereby administratively dissolved as of February 5, 1997 for failure to designate and maintain a registered agent, as required by law.

The document number of this corporation is P95000073366.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fifth day of February, 1997



CR2EO22 (2-95)

Sandra B. Northam
Secretary of State

P95000074103

3-7-97

FLA. DEPT. OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314
ATTENTION CLARETHA GOLDEN:

THIS IS TO NOTIFY YOU OF A
CORPORATE MAILING ADDRESS CHANGE -

THE NEW ADDRESS IS -
BOK A/C & REGENERATION, INC
P.O. BOX 7321
ST. PETE, FL 33734

MY ARTICLES OF INCORPORATION DOCUMENT
NUMBER IS ~~P95-00000~~ P95000074103.

THANK YOU
Bernie McJannet

PHONE- 813-528-4632

LT
7.20