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NAME: ALAMO RENT-A-CAR, INC.

AUDIT NUMBER.....H97000005521

DOC TYPE.....MERGER OR SHARE EXCHANGE

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ARTICLES OF MERGER
Merger Sheet

MERGING:

AUSTIN NEW YORK, INC., a New York corporation qualified in Florida,
F95000005636

INTO

ALAMO RENT-A-CAR, INC., a Florida corporation, 418683

File date: April 3, 1997, effective April 7, 1997

Corporate Specialist: Steven Harris

H97000005521

ARTICLES OF MERGER

OF

AUSTIN NEW YORK, INC.,
a New York corporation

WITH AND INTO

ALAMO RENT-A-CAR, INC.,
a Florida corporation

EFFECTIVE DATE

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TALLAHASSEE, FLORIDA

Pursuant to Section 607.1107 of the Florida Business Corporation Act (the "Act"), Austin New York, Inc., a New York corporation (the "Merging Company"), and Alamo Rent-A-Car, Inc., a Florida corporation (the "Surviving Corporation"), hereby execute and adopt the following Articles of Merger and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are those companies referred to as the Merging Company and the Surviving Corporation. The Surviving Corporation is the surviving corporation in the Merger.
2. The plan of merger attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth herein (the "Plan of Merger") was adopted by the Board of Directors and approved by the shareholders of the Surviving Corporation on January 27, 1997, and was adopted by the Board of Directors and approved by the shareholders of the Merging Company on January 27, 1997.
3. The effective date of the Merger shall be April 17, 1997.

[signatures continued on next page]

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Prepared by: William J. Gross, Esq.
Bar No. 0898678
Tripp, Scott, Conklin & Smith
P.O. Box 14245
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(954) 523-7500

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IN WITNESS WHEREOF, the parties have caused theses Articles of Merger to be executed this 28th day of February, 1997.

ALAMO RENT-A-CAR, INC.,
as the surviving corporation

By: 

Richard L. Handley
Executive Vice President

AUSTIN NEW YORK, INC.,
as the merging corporation

By: 

Thomas W. Hawkins
President

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EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan"), having been adopted on January 27, 1997, by Austin New York, Inc., a New York corporation (the "Merging Company") and Alamo Rent-A-Car, Inc., a Florida corporation (the "Surviving Corporation"), pertains to the merger of the Merging Company with and into the Surviving Corporation (the Merging Company and the Surviving Corporation shall be collectively referred to hereinafter as, the "Constituent Corporations").

RECITALS

A. The Board of Directors of the Constituent Corporations have determined that it is advisable and in the best interest of the Constituent Corporations and its shareholders that the Merging Company be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein.

B. The Surviving Corporation, originally incorporated in the State of Florida on the 9th Day of February, 1973 under the name Cherokee Hills Management Corp., shall be the surviving corporation in the Merger.

C. The Merging Company has Six Thousand (6,000) shares of common stock outstanding, which shares are the only shares of the capital stock of the Merging Company outstanding and entitled to vote.

D. The Surviving Corporation has Nine Hundred Eighty (980) shares of common stock outstanding, which shares are the only shares of the capital stock of the Surviving Corporation outstanding and entitled to vote.

ARTICLE I.

The Merger

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

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

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B. At the Effective Time, the Bylaws of the Surviving Corporation, 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 directors of the Surviving Corporation shall be the directors of the Surviving Corporation, until their successors are duly elected and have qualified, and shall be those person identified on Exhibit "1," attached hereto and incorporated herein by reference.

D. At the Effective Time, the officers of the Surviving Corporation shall be the officers of the Surviving Corporation until their successors are duly elected and have qualified.

ARTICLE II.

Manner and Basis of Converting Shares

At the Effective Time, each share of common stock of the Merging Company (the "Merging Company's Common Stock"), which shall be issued and outstanding (including shares of the Merging Company's Common Stock held in treasury), shall be automatically canceled and extinguished without any conversion thereof.

ARTICLE III.

Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be April 7
____, 1997.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Company shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Company shall become liabilities and obligations of the Surviving Corporation.

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EXHIBIT 1

Upon completion of the Merger, the Directors of the
Surviving Corporation are as follows:

Richard L. Handley
450 East Las Olas Blvd., Ste. 1400
Fort Lauderdale, FL 33301

Thomas W. Hawkins
450 East Las Olas Blvd., Ste. 1400
Fort Lauderdale, FL 33301