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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

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CORPORATION(S) NAME

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TALLAHASSEE, FLORIDA

Alamo Acquisition Corp.

Merged into:

Alamo Rent-A-Car, Inc

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Annual Report

☐ Reservation

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☐ Change of R.A.

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Merger

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418683

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

ALAMO ACQUISITION CORP., a Florida corporation, P96000091308

INTO

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

File date: November 25, 1996

Corporate Specialist: Darlene Connell

FILED
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ARTICLES OF MERGER

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OF

**ALAMO ACQUISITION CORP.
(a Florida corporation)**

WITH AND INTO

**ALAMO RENT-A-CAR, INC.
(a Florida corporation)**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Alamo Acquisition Corp., a Florida corporation, and Alamo-Rent-A-Car, Inc., a Florida corporation, hereby execute and adopt the following Articles of Merger this 25 day of November, 1996 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 Alamo Acquisition Corp., a Florida corporation ("Republic Constituent Corporation"), and Alamo Rent-A-Car, Inc., a Florida corporation ("Surviving Corporation"). Surviving Corporation is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
3. The Plan of Merger was approved by the Board of Directors and the sole shareholder of Republic Constituent Corporation on November 6, 1996 and by the Board of Directors and the shareholders of Surviving Corporation on November 20, 1996.
4. The effective date of the Merger shall be the date of filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed on the date first written above.

ALAMO ACQUISITION CORP.

By: 

Name: Richard L. Handley

Title: Vice President

ALAMO RENT-A-CAR, INC.

By: 

Name: Keith Cobb

Title: CEO

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into this 25 day of November, 1996 between Alamo Rent-A-Car, Inc., a Florida corporation (the "Company") and Alamo Acquisition Corp., a Florida corporation (the "Merger Corp.").

RECITALS

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

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), the Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), and 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 directors of the Merger Corp. shall be the directors of the Surviving Corporation until their successors are duly elected and have qualified. (Attached hereto as Exhibit "B")

D. At the Effective Time, the officers of the Company shall be the officers of the Surviving Corporation until their successors are duly 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, \$ 1.00 par value per share (the "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 automatically converted into the right to receive 20,743,365 shares of common stock, \$.01 par value per share, of Republic Industries, Inc., a Delaware corporation of which Merger Corp. is a wholly-owned subsidiary ("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 share of Company Common Stock held in treasury shall be cancelled and extinguished without any conversion thereof.

C. At the Effective Time, each share of Merger Corp.'s Common Stock, \$.01 par value 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 debts, liabilities, duties and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

EXHIBIT B

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

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

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