

418683

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

98 DEC 18 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

CORPORATION(S) NAME

Alamo Rent-A-Car, Inc.

Merging:

Tower Advertising Group, Inc.

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

12/18/98

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-12/18/98--01073--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

EFFECTIVE DATE

12-31-98

See  
12/21

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

TOWER ADVERTISING GROUP, INC., a Florida corporation, L26184

INTO

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

File date: December 18, 1998 , effective December 31, 1998

Corporate Specialist: Teresa Brown

EFFECTIVE DATE  
12-31-98

FILED  
98 DEC 18 PM 1:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
(PROFIT CORPORATIONS)  
TOWER ADVERTISING GROUP, INC.

Merging with and into  
ALAMO RENT-A-CAR, INC.

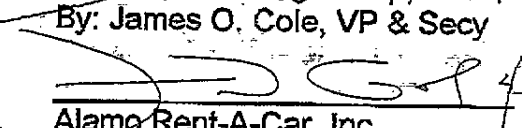
\*\*\*\*\*

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

- First: The name and jurisdiction of the **surviving** corporation are:  
ALAMO RENT-A-CAR, INC. FLORIDA
- Second: The name and jurisdiction of each **merging** corporation are:  
TOWER ADVERTISING GROUP, INC. FLORIDA
- Third: The Plan of Merger is attached.
- Fourth: The merger shall become effective on the 31<sup>st</sup> day of December, 1998.
- Fifth: The Plan of Merger was adopted by the board of directors with shareholder approval of the surviving corporation on December 15, 1998.
- Sixth: The Plan of Merger was adopted by the board of directors with shareholder approval of the merging corporation on December 15, 1998.

Dated: December 16, 1998

  
Tower Advertising Group, Inc.  
By: James O. Cole, VP & Secy

  
Alamo Rent-A-Car, Inc.  
By: James O. Cole, VP & Secy

**"EXHIBIT A"**

**PLAN OF MERGER**

This Plan of Merger (the "Plan") is adopted as of December 15, 1998, by and among Green Corn, Inc., Territory Blue, Inc. and Tower Advertising Group, Inc., all Florida corporations (the "Merger Corp." or "Merger Corps.") and Alamo Rent-A-Car, Inc., a Florida corporation (the "Company").

**RECITALS:**

The boards of directors and shareholders of the Merger Corps. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that the Merger Corps. be merged with and into the Company 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), the Merger Corps. shall be merged with and into the Company (the "Mergers") in accordance with the Florida Business Corporation Act (the "Act"), and the separate existence of the Merger Corps. 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**

At the Effective Time, each share of common stock of each Merger Corp., \$1.00 par value per share (the "Common Stock"), which shall be issued and outstanding shall, by virtue of the Mergers and without any action on the part of the holder thereof, be automatically retired, and no shares of the Common Stock or other securities of the Merger Corps. shall be issued in respect thereof.

#### **ARTICLE IV** **Effect of Merger**

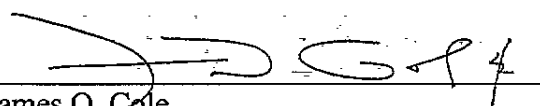
At the Effective Time, all property, rights, privileges, powers and franchises of the Company and the Merger Corps. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and the Merger Corps. shall become liabilities and obligations of the Surviving Corporation.

#### **ARTICLE V** **Effective Time**

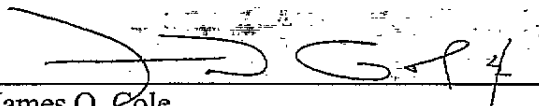
As used in this Agreement, the term "Effective Time" shall mean the 31<sup>st</sup> of December, 1998.

The parties have caused this Plan to be executed as of the date first set forth above.

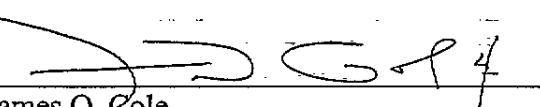
#### **GREEN CORN, INC.**

  
James O. Cole  
Executive Vice President and Secretary

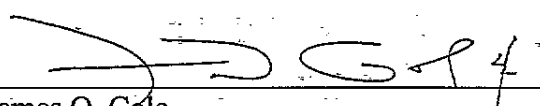
#### **ALAMO RENT-A-CAR, INC.**

  
James O. Cole  
Executive Vice President and Secretary

#### **TERRITORY BLUE, INC.**

  
James O. Cole  
Executive Vice President and Secretary

#### **TOWER ADVERTISING GROUP, INC.**

  
James O. Cole  
Executive Vice President and Secretary