

418683



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 21, 1998

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ALAMO RENT-A-CAR, INC.
Ref. Number: 418683

FILED
98 DEC 18 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

400002720104--1
-12/23/98--01007--002
*****70.00 *****70.00

We have received your document for ALAMO RENT-A-CAR, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

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) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 198A00059712

EFFECTIVE DATE
12-31-98

*Please take up
original date of submission*

Perkins
RECEIVED
CORPORATION
DEC 22 AM 11:30

JP
12/23

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TERRITORY BLUE, INC., a Florida corporation, P95000038117

INTO

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

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

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER
(PROFIT CORPORATIONS)
TERRITORY BLUE, INC.

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


FILED
98 DEC 18 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
12-31-98

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:
TERRITORY BLUE, INC. FLORIDA
- Third: The Plan of Merger is attached.
- Fourth: The merger shall become effective on the 31st 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


Territory Blue, 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 31st 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