

443397

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

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*****70.00 *****70.00

Marlin Imports, Inc.

merging:

RI/MT Merger Corp.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 MAR 11 PM 12:18

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Co. | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| | | <input type="checkbox"/> Fictitious Name Filing |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <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 | | |

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merger
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Thanks,
Jeff

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RI/MI MERGER CORP., a FL corp., #P98000023505

INTO

MARLIN IMPORTS, INC., a Florida corporation, 443397.

File date: March 11, 1998

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

OF

MARLIN IMPORTS, INC.

AND

RI/MI MERGER CORP.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Marlin Imports, Inc., a Florida corporation, and RI/MI Merger Corp., 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/MI Merger Corp., ("Merger Corp.") and Marlin Imports, Inc., ("Marlin").
2. Merger Corp. is hereby merged with and into Marlin and the corporate existence of Merger Corp. shall cease. Marlin 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 Merger Corp. on March 11, 1998 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 shareholders of Marlin on March 11, 1998 at a joint special meeting of the Board of Directors and Stockholders of Marlin, 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
_____, 1998.

RI/MI MERGER CORP.

By: 

Name: James O. Cole

Title: Vice President

MARLIN IMPORTS, INC.

By: 

Name: James J. Linus

Title: President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into as of March 11, 1998 among RI/MI Merger Corp., a Florida corporation ("Merger Corp.") and Marlin Imports, 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 (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein, such that the Company will be the surviving corporation (the "Surviving Corporation") and a wholly-owned subsidiary of Republic Industries, Inc., a Delaware corporation ("Republic").

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"), and the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as 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, until thereafter altered, amended or repealed in accordance with the Act.

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, no 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 converted into the right to receive 40,676.426 shares of common stock, \$.01 par value per share, of Republic ("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. 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 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 Plan, 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 with respect to the Merger.

IN WITNESS WHEREOF, each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

RI/MI MERGER CORP.

By: 

Name:

James O. Cole

Title:

Vice President

MARLIN IMPORTS, INC.

By: 

Name:

James J. Linus

Title:

President