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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RI/CAR MERGER CORP., a Florida corporation, P96000091337

INTO

CARLISLE MOTORS, INC., a Florida corporation, 519644

File date: January 21, 1997

Corporate Specialist: Linda Stitt

JAN-21-97 16:32 From: AKERMAN SENTERFITT

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97 JAN 21 PM 4:27  
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TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER  
OF  
RI/CAR MERGER CORP.  
AND  
CARLISLE MOTORS, INC.**

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/CAR Merger Corp., a Florida corporation, and Carlisle Motors, Inc., 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/CAR Merger Corp. ("RI/CAR") and Carlisle Motors, Inc. ("Carlisle").

2. Carlisle is the surviving corporation in the Merger. A copy of the Plan of Merger is attached hereto 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 sole shareholder of RI/CAR on January 21, 1997 by written consent in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act (the "Act").

4. The Plan of Merger was adopted by the Board of Directors and shareholders of Carlisle on January 21, 1997 by written consent in lieu of holding special meetings, 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 this 21 day of January, 1997.

**CARLISLE MOTORS, INC.,**  
a Florida corporation

By: Scott A. Wilkerson President

Prepared by:  
Luis J. Perez, Esquire  
Pla Bar No. 0376655  
AKERMAN, SENTERFITT & BIDSON, P.A.  
SunTrust International Center  
28th Floor  
One Southeast Third Ave.  
Miami, Florida 33131-1704

**RI/CAR MERGER CORP.,**  
a Florida corporation

By: Alan T. Hay Vice President

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## **PLAN OF MERGER**

FILED  
97 JAN 21 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This Plan of Merger (this "Plan") is adopted as of January 21, 1997 by RI/CAR Merger Corp., a Florida corporation ("Merger Corp."), and Carlisle Motors, 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 interests of each such corporation and its respective shareholders that Merger Corp. be merged with and into the Company (the "Merger") 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), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), 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 officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

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### ARTICLE III

#### MANNER AND BASIS OF CONVERTING SHARES

A. At the Effective Time, each share of common stock of the Company, par value \$10.00 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 530.8482 shares of common stock, \$0.01 par value per share, of Republic Industries, Inc., a Delaware corporation and the parent of Merger Corp. ("Republic Common Stock").

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of Company Common Stock, to the extent that any such rights exist, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to acquire 530.8482 shares of Republic Common Stock.

D. At the Effective Time, each share of common stock of Merger Corp., par value \$0.01 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 Agreement, 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.

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Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

**RI/CAR MERGER CORP.,**  
a Florida corporation

By: Alan T. Hay

Name: ALAN T. HAY

Title: VICE PRESIDENT

**CARLISLE MOTORS, INC.,**  
a Florida corporation

By: Scott A. Wilkerson

Name: SCOTT A. WILKERSON

Title: PRESIDENT

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