

632204

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RI/SCM MERGER CORP., a Florida corporation, P97000039473

INTO

**S C M ENTERPRISES, INC.**, a Florida corporation, 632204.

File date: June 16, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

632204

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

100002213881--1

-06/17/97--01001--024

\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

R1 / SCM Merger Corp.

merging into:

SCM Enterprises, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JUN 16 PM 4:18

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NonProfit

Limited Liability Co.

Amendment

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Limited Partnership

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Change of R.A.

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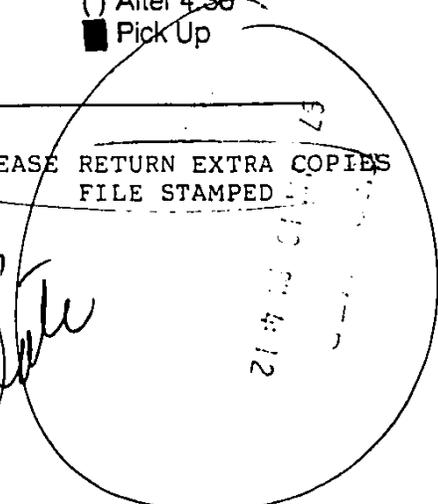
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**ARTICLES OF MERGER**

**OF**

**RI/SCM Merger Corp.**

**AND**

**SCM Enterprises, Inc.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

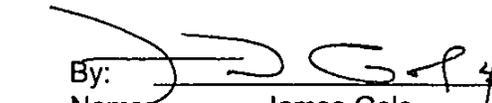
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/SCM Merger Corp., a Florida corporation, and SCM Enterprises, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RI/SCM Merger Corp., ("RI/SCM") and SCM Enterprises, Inc. ("SCM").
2. RI/SCM is hereby merged with and into SCM and the corporate existence of RI/SCM shall cease. SCM 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 RI/SCM on May 9, 1997 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 sole shareholder of SCM on May 9, 1997 by written consents 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 with the Secretary 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  
6-16, 1997.

RI/SCM Merger Corp.

By:   
Name: James Cole  
Title: Vice President

SCM Enterprises, Inc.

By:   
Name: STEPHEN C. MOORE  
Title: PRESIDENT

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan") is entered into as of May 9, 1997 by RI/SCM Merger Corp., a Florida corporation ("Merger Corp."), and SCM Enterprises, 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 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.

### 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 ("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 700,815 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 share of common stock of Merger Corp., par value \$.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.

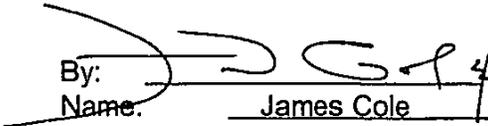
### ARTICLE V

#### 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.

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

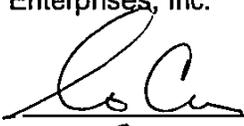
RI/SCM Merger Corp.

By: 

Name: James Cole

Title: Vice President

SCM Enterprises, Inc.

By: 

Name: STEPHEN C. MOORE

Title: PRESIDENT

Document Number Only

632204

97 JUN 23 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

SCM Enterprises, Inc.

9000002219349--5  
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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DIVISION OF CORPORATION

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: \_\_\_\_\_  
S C M Enterprises, Inc.

1b. Date of incorporation 7/26/79 Document number 632204

2. The name and address of the current registered agent and office:  
Stephen C. Moore, 5757 Lake Worth Road, Greenacres, FL 33463

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)  
C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
SIGNATURE  
6/17/97  
DATE

James O. Cole, Vice President  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM  
SIGNATURE BY: [Signature]  
(Registered Agent)  
DATE 6-13-97

VICKY GOLDSTEIN  
SPECIAL ASSISTANT SECRETARY

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

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