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NAME: R & B HOLDING COMPANY, INC.

AUDIT NUMBER.....H97000003563

DOC TYPE.....MERGER OR SHARE EXCHANGE

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RI/RB MERGER CORP., a Florida corporation, P96000093799

INTO

**R & B HOLDING COMPANY, INC.**, a Florida corporation, F16332

File date: February 28, 1997

Corporate Specialist: Steven Harris

Fax Audit No. H97000003563

**ARTICLES OF MERGER  
OF  
RI/RB MERGER CORP.  
AND  
R&B HOLDING COMPANY, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/RB Merger Corp., a Florida corporation, and R&B Holding Company, 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/RB Merger Corp. ("RI/RB") and R&B Holding Company, Inc. ("R&B").
2. RI/RB is hereby merged with and into R&B and the corporate existence of RI/R&B shall cease. R&B 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/RB on February 21, 1997 by written consents 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 the sole shareholder of R&B on February 27, 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 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 28<sup>th</sup> day of February, 1997.

**R&B HOLDING COMPANY, INC.,**  
a Florida corporation

By: [Signature]  
Gerald F. Bean, President

Prepared by:  
Luis J. Perez, Esq.  
Akerman, Senterfitt & Eidson  
P.O. Box 231  
Orlando, FL 32802  
(407) 843-7860  
Fl Bar #0376655

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

By: [Signature]  
Name: Richard L. Handley  
Title: Secretary

Fax Audit No. H97000003563

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**PLAN OF MERGER (R&B)**

This Plan of Merger (this "Plan") is adopted as of ~~February 28~~ 1997 by RI/RB Merger Corp., a Florida corporation ("Merger Corp.") and R&B Holding Company, Inc., a Florida corporation ("R&B").

**RECITALS**

The boards of directors and shareholders of Merger Corp. and R&B 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 R&B (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 R&B in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Merger Corp. shall cease, and R&B 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 R&B, 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 R&B, 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 R&B 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 R&B, no par value (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 ~~\*~~ (60,824) 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").

~~\*~~ — Sixty Thousand Eight Hundred Twenty Four —

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 \$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 R&B and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of R&B 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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SENT BY:

2-28-97 : 2:01PM : AKERMAN, SENTERFITT-

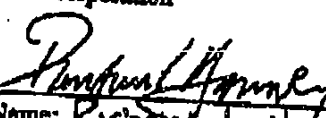
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Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

**R/AB MERGER CORP.,**  
a Florida corporation

By:

  
Name: Richard L. Handley  
Title: Secretary

**R&B HOLDING COMPANY, INC.,**  
a Florida corporation

  
Gerald F. Bean, President

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