

K98997

ARTICLES OF MERGER
Merger Sheet

MERGING:

RI/GFB MERGER CORP., a Florida corporation, P96000093796

INTO

G.F.B. ENTERPRISES, INC., a Florida corporation, K98997

File date: February 28, 1997

Corporate Specialist: Linda Stitt

SENT BY:

2-28-97 : 1:57PM : AKERMAN, SENTERFITT-

:# 1/10

K98997

FILED
97 FEB 28 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/28/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

1:42 PM

((H97000003564 6))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: AKERMAN SENTERFITT & EIDSON
CONTACT: JEAN FISHER
PHONE: (407)843-7860

ACCT#: 076656002425

FAX #: (407)843-6610

NAME: G.F.B. ENTERPRISES, INC.

AUDIT NUMBER.....H97000003564

DOC TYPE.....MERGER OR SHARE EXCHANGE

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:
FLSECST.ASX 3 VT102

3 FDX 3 2400 E71 3 LOG CLOSED 3 PRINT OFF 3 ON-LINE

*Ceragon
Linder*

677000 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 28, 1997

G.F.B. ENTERPRISES, INC.
10943 S. DIXIE HWY.
MIAMI, FL 33156-3752

SUBJECT: G.F.B. ENTERPRISES, INC.
REF: K98997

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document is illegible and not acceptable for microfilming.

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 (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000003564
Letter Number: 197A00010643

Fax Audit No. H97000003564

**ARTICLES OF MERGER
OF
RI/GFB MERGER CORP.
AND
G.F.B. ENTERPRISES, INC.**

FILED
97 FEB 28 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/GFB Merger Corp., a Florida corporation, and G.F.B. 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/GFB Merger Corp. ("RI/GFB") and G.F.B. Enterprises, Inc. ("GFB").

2. RI/GFB is hereby merged with and into GFB and the corporate existence of RI/GFB shall cease. GFB 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.

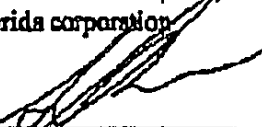
3. The Plan of Merger was adopted by the Board of Directors and sole shareholder of RI/GFB on February 21, 1997 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act (the "Act").

4. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of GFB on February 22, 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.

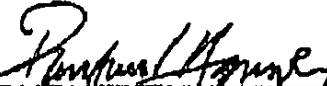
The parties have caused these Articles of Merger to be executed as of this 28th day of February, 1997.

G.F.B. ENTERPRISES, INC.,
a Florida corporation

By: 
Name: Gerald E. Bean
Title: President

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

RI/GFB MERGER CORP.,
a Florida corporation

By: 
Name: Richard L. Hodley
Title: Secretary

Fax Audit No. H97000003564

Fax Audit No. H97000003564

PLAN OF MERGER (GFB)FILED
97 FEB 28 PM 4: 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Plan of Merger (this "Plan") is adopted as of February 28 1997 by RI/GFB Merger Corp., a Florida corporation ("Merger Corp.") and G.F.B. Enterprises, Inc., a Florida corporation ("GFB").

RECITALS

The boards of directors and shareholders of Merger Corp. and GFB 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 GFB (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 GFB in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Merger Corp. shall cease, and GFB 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 GFB, 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 GFB, 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 GFB shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

Fax Audit No. H97000003564

Fax Audit No. H9700003564

ARTICLE III

MANNER AND BASIS OF CONVERTING SHARES

A. At the Effective Time, each share of common stock of GFB, 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 Three hundred Four (304) 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 ~~\$1.00~~ ^{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 GFB and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of GFB 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.

Fax Audit No. H9700003564

SENT BY:

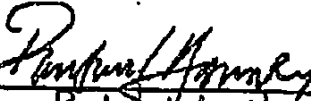
2-28-87 : 3:32PM : AKERMAN, SENTERFITT-

5/ 5

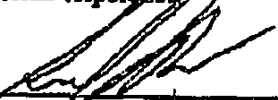
Fax Audit No. H97000003564

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

RIGFB MERGER CORP.,
a Florida corporation

By: 
Name: Richard L. Handley
Title: Secretary

G.F.B. ENTERPRISES, INC.,
a Florida corporation

By: 
Name: Gerald F. Bean
Title: President

Fax Audit No. H97000003564