

P93000008009

ARTICLES OF MERGER
Merger Sheet

MERGING:

RI/BM MERGER CORP., a Florida corporation, P97000032654

INTO

BULL MOTORS, INC., a Florida corporation, P93000008009

File date: July 14, 1997

Corporate Specialist: Darlene Connell

SENT BY: AKERMAN, SENTERFITT

; 7-11-97 ; 4:38PM ;

MIAMI FAX#3- Department

State: # 1/ 6

7/11/97

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ACCT#: 075471001363

CONTACT: MAGGIE VINAJERAS

PHONE: (305)374-5600

FAX #: (305)374-5095

NAME: BULL MOTORS, INC.

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ARTICLES OF MERGER

OF

RI/BM Merger Corp.

AND

Bull Motors, 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/BM Merger Corp., a Florida corporation, and Bull 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/BM Merger Corp., ("RI/BM") and Bull Motors, Inc., ("Bull").
2. RI/BM is hereby merged with and into Bull and the corporate existence of RI/BM shall cease. Bull 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/BM on April 13, 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 Bull on July 11, 1997 at a joint special meeting of the Board of Directors and Stockholders of Bull, 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.

Prepared by:
Scott Wasserman, Esq.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
Florida Bar No. 0990825

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SENT BY: AKERMAN SENTERFITT

; 7-11-97 ; 4:38PM ;

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The parties have caused these Articles of Merger to be executed as of
July 11, 1997.

RI/BM Merger Corp.

By: [Signature]

Name:

James Cole

Title:

Vice President

Bull Motors, Inc.

By: [Signature]

Name:

C. J. & L. Carr

Title:

CEO

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EXHIBIT APLAN OF MERGER

This Plan of Merger (the "Plan") is entered into as of July 11, 1997 by RI/BM Merger Corp., a Florida corporation ("Merger Corp.") and BMW 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 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 IThe 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 IIThe 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

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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 (One Dollar) 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 746,984 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.

SENT BY: AKERMAN SENTERFITT

: 7-11-87 : 4:40PM :

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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/BM Merger Corp.

By: 

Name:

James Cole

Title:

Vice President

Bull Motors, Inc.

By: 

Name:

C. de la Cruz

Title:

CEO

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