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 FLORIDA DIVISION OF CORPORATIONS  
 PUBLIC ACCESS SYSTEM  
 ELECTRONIC FILING COVER SHEET

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FLORIDA DIVISION OF CORPORATIONS  
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**ELECTRONIC FILING COVER SHEET**

TO: DIVISION OF CORPORATIONS

FROM: TRIPP, SCOTT, CONKLIN & SMITH  
P.O. BOX 14245

DEPARTMENT OF STATE

STATE OF FLORIDA

409 EAST GAINES STREET

TALLAHASSEE, FL 32399

FAX: (904) 922-4000

FT. LAUDERDALE FL 33302-00002

CONTACT: SANDRA TOMLIN

PHONE: (305) 525-7500

**FAX: (305) 761-8475**

(( (H95000001312) ))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
FOOD & BEVERAGE, INC.

NAME: TOWER FOOD & BEVERAGE, INC.

FAX AUDIT NUMBER: H95000001312

**CURRENT STATUS: REQUESTED**

DATE REQUESTED: 02/01/1995

TIME REQUESTED: 12:46:52

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075350000065

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TALLAHASSEE, FLORIDA

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DEVELOP

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**ARTICLES OF INCORPORATION  
OF  
TOWER FOOD & BEVERAGE, INC.**

The Incorporator named herein does hereby subscribe to and file these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

**ARTICLE I  
NAME**

The name of this Corporation is:

**TOWER FOOD & BEVERAGE, INC.**

**ARTICLE II  
PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV  
PRINCIPAL OFFICE/MAILING ADDRESS OF CORPORATION**

The principal office and mailing address of this corporation is:

110 S.E. Sixth Street  
Ft. Lauderdale, Florida 33302

Prepared by: Grant J. Smith, Esq.  
Bar No. 0935  
Tripp, Scott, Martin & Smith  
P.O. Box 14245  
Ft. Lauderdale, FL 33302  
(305)525-7500

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the street address of the initial registered office of this Corporation in the State of Florida is:

Rosalie V. Arthur  
110 S.E. Sixth Street  
Box 70  
Ft. Lauderdale, Florida 33301

**ARTICLE VI  
PRE-EMPTIVE RIGHTS**

Each shareholder of the Corporation shall have full pre-emptive rights to acquire proportional amounts of the Corporation's unissued shares upon the decision of the Board of Directors to issue shares.

**ARTICLE VII  
INCORPORATOR**

The name and street address of the Incorporator is:

Rosalie V. Arthur  
110 S.E. Sixth Street  
Box 70  
Ft. Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 31 day of January 1995.

  
ROSALIE V. ARTHUR, Incorporator

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THE UNDERSIGNED, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, agrees to act in this capacity, and acknowledges that he/she is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

Rosalie V. Arthur, Registered Agent  
ROSALIE V. ARTHUR, Registered Agent

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95 FEB - 1 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Document Number Only

P95000008449

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

600002020986--E  
-12/05/96--01056--008  
\*\*\*\*175.00 \*\*\*\*175.00

Tower Food Acquisition Corp.

merged into:

Tower Food & Beverage, Inc

96 NOV 25 PM 2:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☒ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

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11/26/96

Merger  
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**ARTICLES OF MERGER  
Merger Sheet**

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**MERGING:**

**TOWER FOOD ACQUISITION CORP., a Florida corporation, P96000091363**

**INTO**

**TOWER FOOD & BEVERAGE, INC., a Florida corporation, P95000008449**

**File date: November 25, 1996**

**Corporate Specialist: Darlene Connell**

**ARTICLES OF MERGER**  
**OF**  
**TOWER FOOD ACQUISITION CORP.**  
**(a Florida corporation)**  
**WITH AND INTO**  
**TOWER FOOD & BEVERAGE, INC.**  
**(a Florida corporation)**

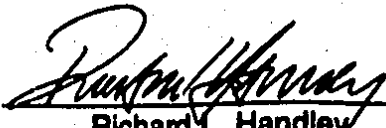
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Tower Food Acquisition Corp., a Florida corporation, and Tower Food & Beverage, Inc., a Florida corporation, hereby execute and adopt the following Articles of Merger this 25 day of November, 1996 and certify as follows:


1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Tower Food Acquisition Corp., a Florida corporation ("Republic Constituent Corporation"), and Tower Food & Beverage, Inc., a Florida corporation ("Surviving Corporation"). Surviving Corporation is the surviving corporation in the Merger.
2. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
3. The Plan of Merger was approved by the Board of Directors and the sole shareholder of Republic Constituent Corporation on November 6, 1996 and by the Board of Directors and the shareholders of Surviving Corporation on November 20, 1996.
4. The effective date of the Merger shall be the date of filing of these Articles of Merger with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed on the date first written above.

**TOWER FOOD ACQUISITION CORP.**

By:   
Name: Richard L. Handley  
Title: Vice President

**TOWER FOOD & BEVERAGE, INC.**

By:   
Name: Rosalie V. Arthur  
Title: President



**EXHIBIT A**

**PLAN OF MERGER**

This Plan of Merger (this "Plan") is entered into this 25 day of November, 1996 between Tower Food & Beverage, Inc., a Florida corporation (the "Company") and Tower Food Acquisition Corp., a Florida corporation (the "Merger Corp.").

**RECITALS**

The boards of directors and shareholders of the Company and the Merger Corp. have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that the Merger Corp. be merged (the "Merger") with and into the Company on the terms and subject to the conditions set forth herein. The Company is the surviving corporation in the Merger.

**ARTICLE I**

**The Merger**

At the Effective Time (as defined in Article V hereof), the Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), and 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 directors of the Merger Corp. shall be the directors of the Surviving Corporation until their successors are duly elected and have qualified. (Attached hereto as Exhibit "B")

D. At the Effective Time, the officers of the Company shall be the officers of the Surviving Corporation until their successors are duly 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 (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 automatically converted into the right to receive 0.10 shares of common stock, \$.01 par value per share, of Republic Industries, Inc., a Delaware corporation of which Merger Corp. is a wholly-owned subsidiary ("Republic Common Stock"). Fractional shares of Republic Common Stock will not be issued. Instead shares of Republic Common Stock will be issued determined to the nearest whole share of Republic Common Stock.

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

C. At the Effective Time, each share of Merger Corp.'s Common Stock, \$.01 par value 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 debts, liabilities, duties and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

EXHIBIT B

Upon completion of the Merger, the Directors of the Surviving Corporation are as follows:

Richard L. Handley  
200 East Las Olas Blvd., Ste. 1400  
Fort Lauderdale, FL 33301

Thomas W. Hawkins  
200 East Las Olas Blvd., Ste. 1400  
Fort Lauderdale, FL 33301

Document Number Only

P95 000008449

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

500002026265--0  
-12/11/96--01069--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Texas Food + Beverage

96DEC 11 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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|------------------------------------------------|-------------------------------------------------|----------------------------------------------------|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                    |
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| <input type="checkbox"/> Limited Liability Co. |                                                 |                                                    |
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| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other UCC Filing          |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input checked="" type="checkbox"/> Change of P.A. |
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| <input checked="" type="checkbox"/> Walk In    |                                                 | <input checked="" type="checkbox"/> Pick Up        |
| <input type="checkbox"/> Mail Out              |                                                 |                                                    |

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Availability
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Verifier
Acknowledgment
W.P. Verifier

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RA  
Chambers  
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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: Tower Food & Beverage, Inc.

1b. Date of incorporation 02/01/95 Document number P95800008449

2. The name and address of the current registered agent and office:

Rosalie V. Arthur, 110 SE 6th Street, Box 70, Ft. Lauderdale, FL 33301

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.

*Richard L. Handley*  
SIGNATURE  
December 9, 1996  
DATE

Richard L. Handley, V.P. and Secretary  
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.

SIGNATURE BY: *Peter F. Souza*

DATE 12/11/96

C T CORPORATION SYSTEM

(Registered Agent)

PETER F. SOUZA  
/ ASSISTANT SECRETARY

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

CR2E045 (7-91)

FILING FEE: \$35.00

(FLA. - 2194 - 3/4/92)

