

9500045422

TO: DIVISION OF CORPORATIONS  
SMITH

FROM: TRIPP, SCOTT, CONKLIN &

DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
33302-0000  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

P.O. BOX 14245  
FT. LAUDERDALE FL

CONTACT: SANDRA TOMLIN  
PHONE: (305) 525-7500  
FAX: (305) 761-8475

((H95000006563)))  
OR P.A.

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION

NAME: ALASYS, INC.  
FAX AUDIT NUMBER: H95000006563  
DATE REQUESTED: 06/12/1995  
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TRIPP SCOTT CONKLIN & SMITH

No. 9151

P. 2/4

H95000006563

**ARTICLES OF INCORPORATION  
OF  
ALASYS, 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:

**ALASYS, 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, FL 33301

Prepared by: Gregory A. McLaughlin, Esq.  
Bar No. 0518794  
Tripp, Scott, Conklin & Smith  
P.O. Box 14245  
Ft. Lauderdale, FL 33302  
(305)525-7500

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55 JUN 12 PM 4:49  
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TALLAHASSEE, FLORIDA

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**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:

Norman D. Tripp  
c/o Tripp, Scott, Conklin & Smith, P.A.  
110 S.E. Sixth Street, 28th Floor  
Ft. Lauderdale, FL 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:

Gregory A. McLaughlin  
c/o Tripp, Scott, Conklin & Smith, P.A.  
110 S.E. Sixth Street, 28th Floor  
Ft. Lauderdale, FL 33301

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have six (6) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Michael S. Egan	110 S.E. Sixth Street Ft. Lauderdale, FL 33301

Jun. 12, 1995 4:07PM TRIPP SCOTT CONKLIN & SMITH

No. 9151 P. 4/4  
H95000006563

William H. Kelly, Jr.

55 East Monroe Street  
Suite 4620  
Chicago, Ill. 60603

D. Keith Cobb

110 S.E. Sixth Street  
Ft. Lauderdale, FL 33301

Roger Ballou

110 S.E. Sixth Street  
Ft. Lauderdale, FL 33301

N. Maria Menendez

110 S.E. Sixth Street  
Ft. Lauderdale, FL 33301

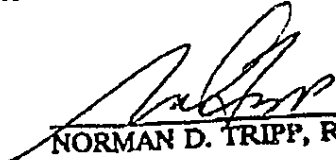
#### ARTICLE IX INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator and Registered Agent have executed these Articles of Incorporation this 12th day of June, 1995.

  
GREGORY A. McLAUGHLIN, Incorporator

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 is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505.

  
NORMAN D. TRIPP, Registered Agent

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65 JUN 13 PM 4:19  
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TALLAHASSEE, FLORIDA

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Document Number Only

P95000045422

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone

300002021023--0  
-12/05/96--01056--011  
\*\*\*175.00 \*\*\*175.00

CORPORATION(S) NAME

Alasys Acquisition Corp.  
merged into:  
Alasys, Inc

96 NOV 25 PM 2:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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- ☐ Profit ☐ Amendment ☒ Merger  
☐ NonProfit ☐ Limited Liability Company  
☐ Foreign ☐ Dissolution/Withdrawal ☐ Mark  
☐ Limited Partnership ☐ Annual Report ☐ Other  
☐ Reinstatement ☐ Reservation ☐ Change of R.A.  
☐ Limited Liability Partnership ☐ Fictitious Name  
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ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

ALASYS ACQUISITION CORP., a Florida corporation, P96000091347

INTO

ALASYS, INC., a Florida corporation, P95000045422

File date: November 25, 1996

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER**  
**OF**  
**ALASYS ACQUISITION CORP.**  
**(a Florida corporation)**  
**WITH AND INTO**  
**ALASYS, INC.**  
**(a Florida corporation)**

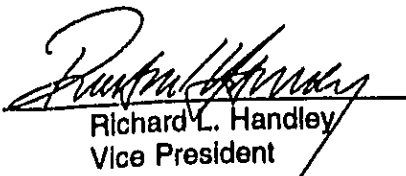
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TALLAHASSEE, FLORIDA

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

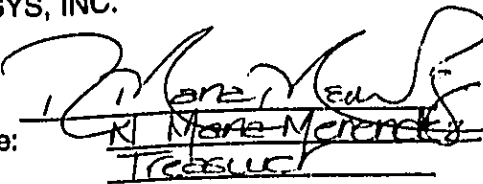
1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Alasys Acquisition Corp., a Florida corporation ("Republic Constituent Corporation"), and Alasys, Inc., a Florida corporation ("Surviving Corporation"). Surviving Corporation is 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.

ALASYS ACQUISITION CORP.

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

ALASYS, INC.

By:   
Name: N. Marie Mercedes  
Title: Treasurer



## EXHIBIT A

### PLAN OF MERGER

This Plan of Merger (this "Plan") is entered into this 25 day of November, 1996 between Alasys, Inc., a Florida corporation (the "Company") and Alasys 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

P95000045422

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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-12/11/96--01069--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Alasys Inc.

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TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit             |   |  |
| <input type="checkbox"/> Limited Liability Co. |   |  |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                      |
| <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. |
|  |   | <input type="checkbox"/> Fic. Name                 |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                       |
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| <input type="checkbox"/> Mail Out              |   |  |

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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: Alasys, Inc.

1b. Date of incorporation 06/12/95 Document number P95000045422

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

Norman D. Tripp, c/o Tripp, Scott, Conklin & Smith, P.A.

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 COM-  
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

*Peter F. Souza*  
SIGNATURE BY: (Registered Agent) PETER F. SOUZA  
DATE 12/10/96 ASSISTANT SECRETARY

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

P95000045422

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RISING MOON, INC., a Florida corporation, document number S26211

ALAMO AUTOMOBILE SALES, INC., a Florida corporation, document number J46703

ALAMO SHUTTLE, INC., a Florida corporation, document number J46349

110 TOWER RESTAURANTS, INC., a Florida corporation, document number P93000080642

ALASYS, INC., a Florida corporation, document number P95000045422

CORPORATE PLANNING & DEVELOPERS, INC., a Florida corporation, document number M39337

ALAMO LEASING CORPORATION, a Florida corporation, document number S55780

INTO

ALAMO RENT-A-CAR, INC., a Florida corporation, 418683.

File date: December 31, 1996

Corporate Specialist: Karen Gibson