

*P95000070119*

*JKernan*  
 (Requestor's Name)  
 \_\_\_\_\_  
 (Address)  
 \_\_\_\_\_  
 (City, State, Zip) *222 3411* (Phone #)

FILED  
 SEP 12 1995  
 09/12/95 01074 009  
 \*\*\*122.50 \*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- SRAC*  
 (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- \_\_\_\_\_  
 (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- \_\_\_\_\_  
 (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_
- \_\_\_\_\_  
 (Corporation Name) \_\_\_\_\_ (Document #) \_\_\_\_\_

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

RECEIVED  
 SEP 19 11:50

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
SRAC Corporation**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the corporation is SRAC Corporation.

**ARTICLE II**

**MAILING ADDRESS**

The mailing address of the corporation is One Financial Plaza, Suite 1700, Fort Lauderdale, Florida 33394.

**ARTICLE III**

**CAPITAL STOCK**

The number of shares of stock that the corporation is authorized to issue is Two Hundred Million (200,000,000) shares of common stock, \$.001 par value per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 801 Brickell Avenue, 24th Floor, Miami, Florida 33131. The name of the corporation's initial registered agent at that office is American Information Services, Inc.

**ARTICLE V**

**INCORPORATOR**

The name and street address of the incorporator of the corporation is Marshall R. Burack, 801 Brickell Avenue, 24th Floor, Miami, Florida 33131.

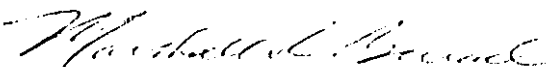
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\$5  
\$12  
\$23

ARTICLE VI

INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of September, 1995.

  
Marshall R. Burack, Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of SRAC Corporation, a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 11th day of September, 1995.

American Information Services, Inc.

By: Cynthia A. McDaniel  
Cynthia A. McDaniel, Assistant  
Secretary

FILED  
SEP 12 1995

**P950000 70119**

FILED  
\$5 NOV 30 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Requestor's Name \_\_\_\_\_

Address \_\_\_\_\_

City/State/Zip \_\_\_\_\_ Phone # \_\_\_\_\_

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. SRAC Corporation P95000070119  
(Corporation Name) (Document #)
2. SRAC Operating Corporation P95000070674  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in       Pick up time \_\_\_\_\_       Certified Copy
- Mail out       Will wait       Photocopy       Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**NAME CHANGE**  
11-30-95

Examiner's Initials **DC**

AKERMAN, SENTERFITT & EIDSON, P.A.

ATTORNEYS AT LAW

CONTRIBUT INTERNATIONAL CENTER  
28TH FLOOR  
ONE SOUTHEAST THIRD AVENUE  
MIAMI, FLORIDA 33133  
(305) 374-9900  
FACSIMILE (305) 374-9005

November 28, 1995

Secretary of State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir or Madam:

Enclosed, please find the Amendments of Articles of Incorporation and the corresponding Board of Director consents for two Florida corporations: SRAC Corporation and SRAC Operating Corporation. Also enclosed is a check made payable to the Secretary of State for the amount of \$175.00 to cover filing fees and certified copy costs.

Please file these Amendments and return a certified copy to the address listed above.

Thank you for your attention to this matter.

Very truly yours,

Akerman, Senterfitt & Eidson, P.A.



Christopher Nelson  
Legal Assistant

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
SRAC CORPORATION  
a Florida corporation

FILED  
SEP 30 PM 3:22  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, Article I of the Articles of Incorporation of SRAC CORPORATION, a Florida corporation, hereinafter referred to as the "Corporation", is hereby amended to read as follows:

ARTICLE I

The name of the Corporation is AutoNation Incorporated

The foregoing Amendments to the Articles of Incorporation of the Corporation were proposed and approved by the Corporation's shareholders on November 22, 1995, pursuant to Section 607.1003 of the Florida Business Corporation Act. The number of votes cast in favor of the amendment by the shareholders was sufficient for approval of the amendment.

In accordance with Section 607.0123(1)(a) of the Florida Business Corporation Act, these Amendments shall be effective upon filing by the Department of State of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned officer of the Corporation has executed these Articles of Amendment effective as of the 22<sup>nd</sup> day of November, 1995.

SRAC CORPORATION

By: Thomas A. Gruber

Name: THOMAS A GRUBER  
Title: SENIOR VICE PRESIDENT

**JOINT WRITTEN CONSENT BY  
THE BOARD OF DIRECTORS AND SHAREHOLDERS  
OF SRAC CORPORATION  
a Florida corporation**

The undersigned, constituting all of the members of the Board of Directors and all of the Shareholders of **SRAC CORPORATION**, a Florida corporation, hereinafter referred to as the "Corporation" do hereby consent to the following actions pursuant to Sections 607.0821 and 607.1003 of the Florida Business Corporation Act:

**RESOLVED**, that Article I of the Corporation's Articles of Incorporation be amended to read as follows:

**ARTICLE I  
NAME**

The name of the Corporation is **AutoNation Incorporated.**

**FURTHER RESOLVED**, that, upon the approval of such amendment by the Corporation's directors and shareholders, the President or any Vice President of the Corporation is authorized and directed to execute and to file with the Secretary of State of Florida, Articles of Amendment to the Corporation's Articles of Incorporation to effect the foregoing amendment.

**IN WITNESS WHEREOF**, the undersigned directors have executed this Consent as of November 22, 1995.

**DIRECTORS:**

  
H. Wayne Huizenga

  
Richard C. Rochon

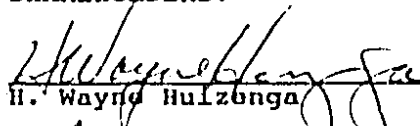
  
Steven Berrard

  
Lawrence S. Rich

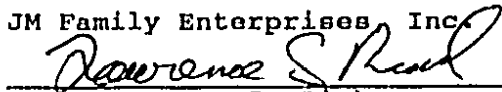


IN WITNESS WHEREOF, the undersigned shareholders have executed this Consent as of November 22, 1995.

SHAREHOLDERS:

  
H. Wayne Huizenga

  
Steven Berrard

JM Family Enterprises, Inc.  
  
By: Lawrence S. Rich

[cam]red-corp-consent-amendment-articles

P95000070119

ARTICLES OF MERGER  
Merger Sheet

-----  
MERGING:

RI/ANI MERGER CORP., a Florida corporation, document number  
P96000037724.

INTO

**AUTONATION INCORPORATED**, a Florida corporation, P95000070119

File date: January 16, 1997

Corporate Specialist: Karen Gibson

Account number: 072100000032

Account charged: 122.50



THE UNITED STATES CORPORATION COMPANY

9500070119

ACCOUNT NO. : 072100000032  
REFERENCE : 222636 4311639

AUTHORIZATION *Patricia Peritt*  
COST LIMIT : \$ 122.80

30 JAN 16 1997

ORDER DATE : January 15, 1997  
ORDER TIME : 3:12 PM  
ORDER NO. : 222636-005  
CUSTOMER NO: 4311639

400002001184--S

CUSTOMER: Joseph Izhakoff, Esq  
Akerman Senterfitt & Eidson  
One Southeast Third Avenue  
28th Floor  
Miami, FL 33131

ARTICLES OF MERGER

RI/ANI MERGER CORP.

INTO

AUTONATION INCORPORATED

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

*KB*  
*1/17*

**ARTICLES OF MERGER**

**OF**

**RI/ANI MERGER CORP.**  
**(a Florida corporation)**

**WITH AND INTO**

**AUTONATION INCORPORATED**  
**(a Florida corporation)**

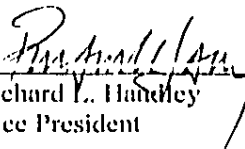
RECEIVED  
STATE OF FLORIDA  
DEPARTMENT OF STATE  
JAN 16 1997

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/ANI Merger Corp., a Florida corporation, and AutoNation Incorporated, a Florida corporation, hereby execute the following Articles of Merger as of January 16, 1997, 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 RI/ANI Merger Corp., a Florida corporation ("Merger Corp."), and AutoNation Incorporated, a Florida corporation. AutoNation Incorporated is the surviving corporation in the Merger.
2. A copy of the Plan of Merger and Reorganization, as contemplated in Section 1.1 of the Merger Agreement, dated as of May 8, 1996, as amended, among Republic Industries, Inc., a Delaware corporation, Merger Corp. and AutoNation Incorporated, is attached hereto as Exhibit "A" and is incorporated herein by reference as if fully set forth herein.
3. The Plan of Merger and Reorganization was approved and adopted by the shareholder of Merger Corp. and by the shareholders of AutoNation Incorporated on May 8, 1996.
4. The effective date and time of the Merger shall be upon the filing of these Articles of Merger with the Department of State of the State of Florida in accordance with Sections 607.1105 and 607.1106 of the Act.

IN WITNESS WHEREOF, each of the parties has caused these Articles of Merger to be executed on its behalf as of the date first above written.

**RI/ANI MERGER CORP.**

By:   
Richard L. Handley  
Vice President

**AUTONATION INCORPORATED**

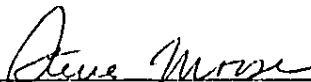
By:   
Stephen R. Morse  
Secretary

EXHIBIT A

**PLAN OF MERGER AND REORGANIZATION**

This Plan of Merger and Reorganization (this "Plan") is between RLANT Merger Corp., a Florida corporation ("Merger Corp."), and AutoNation Incorporated, a Florida corporation ("AutoNation").

**RECITALS**

The boards of directors and shareholders of Merger Corp. and AutoNation have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that Merger Corp. be merged (the "Merger") with and into AutoNation 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 AutoNation in accordance with the Florida Business Corporation Act (the "FBCA"), and the separate existence of Merger Corp. shall cease and AutoNation 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 AutoNation, 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 AutoNation, 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 FBCA and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers of AutoNation shall be the officers of the Surviving Corporation until their successors are elected and have qualified.

D. At the Effective Time, the directors of Merger Corp. shall be the directors of the Surviving Corporation until their successors are elected and have qualified.

**ARTICLE III  
MANNER AND BASIS OF CONVERTING SHARES**

A. At the Effective Time, each share of common stock of AutoNation, \$0.001 par value per share (the "AutoNation Common Stock"), which shall be issued and outstanding (other than shares of AutoNation 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 0.217796 of a share of common stock, \$0.01 par value per share, of Republic Industries, Inc., a Delaware corporation and the parent corporation of Merger Corp. ("Republic Common Stock"); provided, however, that in lieu of the issuance of any fractional share of Republic Common Stock, each holder of AutoNation Common Stock as of the Effective Time shall receive a cash payment without interest equal to the fair market value of the fractional share of Republic Common Stock to which such holder otherwise would be entitled, with the fair market value of a fraction of a share of Republic Common Stock determined by multiplying such fraction by the average of the daily closing prices of a share of Republic Common Stock on The Nasdaq Stock Market - National Market for the five consecutive trading days that end on the second trading day prior to the Effective Time.

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

C. At the Effective Time, each right to acquire shares of AutoNation Common Stock, to the extent that any such rights exist, which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to acquire 0.217796 of a share of Republic Common Stock.

D. At the Effective Time, each share of common stock of Merger Corp., \$1.00 par value per share, issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of AutoNation 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 AutoNation and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of AutoNation 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 Department of State of the State of Florida.