

P95000070119

ARTICLES OF MERGER  
Merger Sheet

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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



P 95000070119

ACCOUNT NO. : 072100000032  
REFERENCE : 222636 4311639  
AUTHORIZATION  
COST LIMIT : \$ 122.00

FILED  
97 JAN 16 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

400002061134--5

CUSTOMER: Joseph Izhakoff, Esq  
Akerman Senterfitt & Bidson  
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:

*[Handwritten signature]*  
1/17

**ARTICLES OF MERGER**

**OF**

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

**WITH AND INTO**

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


FILED  
97 JAN 16 PM 1:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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:

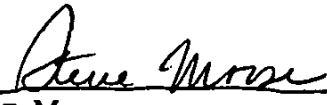
1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RI/ANI Merger Corp., a Florida corporation ("Merger Corp."), and AutoNation Incorporated, a Florida corporation. AutoNation Incorporated is the surviving corporation in the Merger.
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 RI/ANI 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.