

P95000070674

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CORPORATION(S) NAME

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RT / CCI Merger Corp.

merging into:

Automation USA Corporation

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RI/CCI MERGER CORP., a Delaware corporation, F96000004199

INTO

AUTONATION USA CORPORATION, a Florida corporation, P95000070674.

File date: December 29, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
RI/CCI MERGER CORP.
AND
AUTONATION USA CORPORATION**

FILED
98 DEC 29 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

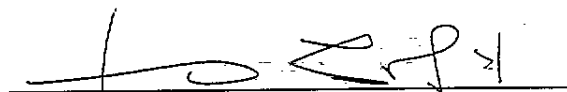
Pursuant to the provisions of Sections 607.1101 and 607.1107 of the Florida Business Corporation Act (the "Act"), RI/CCI Merger Corp., a Delaware corporation, and Autonation USA Corporation, a Florida corporation, do hereby adopt the following Articles of Merger (the "Articles"):

1. The names of the corporations, which are parties to the merger contemplated by these Articles, are RI/CCI Merger Corp. ("CCI") and Autonation USA Corporation ("ANUSA").
2. CCI is hereby merged with and into ANUSA and the corporate existence of CCI shall cease. ANUSA 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 Board of Directors and the sole shareholder of CCI adopted the Plan of Merger on December 21, 1998 by written consents in lieu of holding special meetings.
4. The Board of Directors and shareholders of ANUSA adopted the Plan of Merger on December 21, 1998 by written consents in lieu of holding special meetings.

The Merger shall become effective upon the filing of these Articles by the Department of State of the State of Florida.

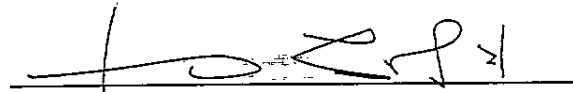
The parties have caused these Articles to be executed as of the 21st day of December, 1998.

RI/CCI MERGER CORP.



James O. Cole
Vice President and Secretary

AUTONATION USA CORPORATION



James O. Cole
Vice President and Secretary

"EXHIBIT A"

PLAN OF MERGER

This Plan of Merger (the "Plan") is adopted as of December 21, 1998, by and among RI/CCI Merger Corp., a Delaware corporation (the "Merger Corp.") and Autonation USA Corporation, a Florida corporation (the "Company").

RECITALS:

The boards of directors and shareholders of the 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 the Merger Corp. be merged with and into the Company 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), the Merger Corp. shall be merged with and into the Company (the "Merger") in accordance with the Florida Business Corporation Act (the "Act"), and the separate existence of the 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 officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III
Manner and Basis of Converting Shares

At the Effective Time, each share of common stock of each Merger Corp., \$.01 par value per share (the "Common Stock"), which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be automatically retired, and no shares of the Common Stock or other securities of the Merger Corp. shall be issued in respect thereof.

ARTICLE IV
Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and the Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and the 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 time of filing with the Department of State of the State of Florida.

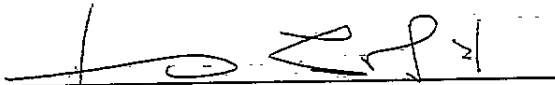
The parties have caused this Plan to be executed as of the date first set forth above.

RI/CCI MERGER CORP.



James O. Cole
Executive Vice President and Secretary

AUTONATION USA CORPORATION



James O. Cole
Executive Vice President and Secretary