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CORPORATION(S) NAME

R1/Sme Merger Corp.  
merging into:

SCM Realty II, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER**

**OF**

**RI/SMR Merger Corp.**

**AND**

**SCM Realty II, Inc.**

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/SMR Merger Corp., a Florida corporation, and SCM Realty II, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RI/SMR Merger Corp., ("RI/SMR") and SCM Realty II, Inc. ("SCM").
2. RI/SMR is hereby merged with and into SCM and the corporate existence of RI/SMR shall cease. SCM 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 Plan of Merger was adopted by the Board of Directors and the sole shareholder of RI/SMR on May 9, 1997 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of SCM on May 9, 1997 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of  
\_\_\_\_\_, 1997.

RI/SMR Merger Corp.

By: 

Name: James Cole

Title: Vice President

SCM Realty II, Inc.

By: 

Name: STEPHEN C. MOORE

Title: PRESIDENT

**EXHIBIT A**

**PLAN OF MERGER**

This Plan of Merger (the "Plan") is entered into as of May 9, 1997 by RI/SMR Merger Corp., a Florida corporation ("Merger Corp."), and SCM Realty II, Inc., a Florida corporation (the "Company").

**RECITALS**

The boards of directors and shareholders of 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 Merger Corp. be merged with and into the Company (the "Merger") 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 the Company in accordance with the Florida Business Corporation Act (the "Act"), 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 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**

A. At the Effective Time, each share of common stock of the Company, no par value per share ("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 converted into the right to receive 17,021 shares of common stock, \$0.01 par value per share, of Republic Industries, Inc., a Delaware corporation and the parent of Merger Corp. ("Republic Common Stock").

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

C. At the Effective Time, each share of common stock of Merger Corp., par value \$.01 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 liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

### **ARTICLE V**

#### **Effective Time**

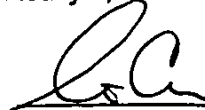
As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

RI/SMR Merger Corp.

By:   
Name: James Cole  
Title: Vice President

SCM Realty II, Inc.

By:   
Name: STEPHEN C. MOORE  
Title: PRESIDENT