

DEPT. H. 1-1-1996

1-1-1996 10:30:41

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1-1-1996

FLORIDA DIVISION OF CORPORATIONS

9:34 AM

((H96000000321))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & R

DEPARTMENT OF STATE

200 E BROWARD BLVD

STATE OF FLORIDA

PO BOX 1900

409 EAST GAINES STREET

FT LAUDERDALE FL 33302-

TALLAHASSEE, FL 32399

CONTACT: ANNE MARIE LA FERLA

FAX: (904) 922-4000

PHONE: (305) 527-6221

FAX: (305) 764-4996

((H96000000321))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROA CORP.

FAX AUDIT NUMBER: H96000000321

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/08/1996

TIME REQUESTED: 09:34:41

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 3

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ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 076077000521

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56 JAN -8 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
SI 01/08/96
8-12/96

#96000000321

ARTICLES OF INCORPORATION
OF
ROA CORP.

The undersigned Incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

ROA Corp.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and the mailing address of this Corporation is 1175 N.E. 125th Street, Suite 102, North Miami, Florida, 33161.

ARTICLE III

AUTHORIZED SHARES

The total authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock, par value \$.01 per share.

ARTICLE IV

ADDRESS OF REGISTERED OFFICE IN THIS STATE

The street address of the initial registered office of this Corporation in the State of Florida is 1175 N.E. 125th Street, Suite 102, North Miami, Florida, 33161 and the Initial registered agent of this Corporation at that address shall be J. Kenneth Tate.

Prepared by:

Harry E. Sommerstein, Esq., FL Bar #0212563
Ruden Barnett, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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96 JAN -8 PM 1:19
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TALLAHASSEE, FLORIDA

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ARTICLE V

INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is:

J. Kenneth Tate
1175 N.E. 125th Street
Suite 102
North Miami, Florida 33161

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 8th
day of January, 1996.


J. Kenneth Tate, Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, 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.


J. Kenneth Tate, Registered Agent

FILED
JAN - 8 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:

Barry E. Somerstein, Esq., FL Bar #0212563
Ruden Barnes, Et al., P. O. Box 1900
Fort Lauderdale, Florida 33301
(305) 764-6660

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

RI MERGER CORP., a Florida corporation, P96000002128

INTO

ROA CORP., a Florida corporation, P96000001939

File date: January 11, 1996

Corporate Specialist: Linda Stitt

SENT BY:

1-11-00 14:05PM : AKERMAN SENTERFITT-

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P96000001939

1/11/96

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3:52 PM

PUBLIC ACCESS SYSTEM

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TO: DIVISION OF CORPORATIONS

FROM: AKERMAN SENTERFITT & EIDSON

DEPARTMENT OF STATE

255 S ORANGE AVE

STATE OF FLORIDA

PO BOX 231

409 EAST GAINES STREET

ORLANDO FL 32802-

TALLAHASSEE, FL 32399

CONTACT: JEAN FISHER

FAX: (904) 922-4000

PHONE: (407) 843-7860

FAX: (407) 843-6610

((H96000000577))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: ROA CORP.

FAX AUDIT NUMBER: H96000000577

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/11/1996

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CERTIFICATE OF STATUS: 0

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Linda

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96 JAN 11 PM 4:39

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96 JAN 11 PM 6:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SENT BY:

1-11-96 : 4:06PM : AKERMAN SENTERFITT-

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Fax Audit No. H96000000577

ARTICLES OF MERGER
OF
RI MERGER CORP.
(a Florida corporation)
WITH AND INTO
ROA CORP.
(a Florida corporation)

FILED
96 JAN 11 PM 6:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), ROA Corp., a Florida corporation, and RI Merger Corp., a Florida corporation, hereby execute and adopt the following Articles of Merger 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 ROA Corp., a Florida corporation, and RI Merger Corp., a Florida corporation. ROA Corp., 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 shareholders of each corporation on January 11, 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 accordance with Sections 607.1101, 607.1102, and 607.1105 of the Act.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of January 11, 1996.

RI MERGER CORP.

By: H. Wayne Huizenga Jr.
H. Wayne Huizenga Jr. Vice Pres.
(Print Name and Title)

ROA CORP.

By: [Signature]
[Signature]
(Print Name and Title)

WFO: [LAPENK, RMU-OUTDOOR-ADVER] ART-MERGER, ROA

Fax Audit No. H96000000577

Prepared by: Luis J. Perez, Esq. FL Bar #0376655
Akerman, Senterfitt & Eidson, P.A.
P.O. Box 231
Orlando, FL 32802-0231
(407) 843-7860

Fax Audit No. H96000000577

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization (this "Plan") was entered into as of January 11, 1996 between RI Merger Corp., a Florida corporation ("RI"), and ROA Corp., a Florida corporation ("ROA").

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JAN 11 PM 6:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECITALS

The boards of directors and shareholders of RI and ROA have determined that it is advisable and in the best interests of each such corporation and its respective shareholders that RI be merged (the "Merger") with and into ROA on the terms and subject to the conditions set forth herein.

ARTICLE I**The Outstanding Shares**

ROA has 1000 shares and RI has 1000 shares of voting common stock outstanding. Neither corporation has any other class or series of stock outstanding.

ARTICLE II**The Merger**

At the Effective Time (as defined in Article VI hereof), RI shall be merged with and into ROA in accordance with the Florida Business Corporation Act (the "FBCA"), and the separate existence of RI shall cease and ROA shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE III**The Surviving Corporation**

A. At the Effective Time, the Articles of Incorporation of ROA 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 ROA 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 and directors of ROA shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

Fax Audit No. H96000000577

ARTICLE IV

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of ROA, \$0.01 par value per share (the "ROA Common Stock"), which shall be issued and outstanding (other than shares of ROA 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 37.124 shares of common stock, \$0.01 par value per share, of Republic Industries, Inc., a Delaware corporation and the parent of RI ("Republic Common Stock").

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

D. Each share of RI'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 ROA Common Stock, which shall be the only outstanding Common Stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE V

Effect of Merger

At the Effective Time, all then existing property, rights, privileges, powers and franchises of ROA and RI shall vest in the Surviving Corporation, and all liabilities and obligations of ROA and RI shall become liabilities and obligations of the Surviving Corporation.

ARTICLE VI

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 with respect to the Merger.

SENT BY:

1-11-90 : 4:11PM : AMERMAN SENTERFITT-

18 5/ 5

Fax Audit No. H96000000577

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

RI MERGER CORP.

By:

H. Wayne Huizenga Jr.
H. Wayne Huizenga Jr. V.P.
(Print Name and Title)

ROA CORP.

By:

[Signature], President

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