

507621

CORPORATION(S) NAME

600002400476--8
-01/14/98-01075-042
*****70.00 *****70.00

Abraham Walden, Inc

moving into

H i R Insurance Enterprises Inc

☐ After 4:30
☒ Pick Up

W.P. Verifier

Please Return Extra Copy(s)
Filed Stamp

Thanks, Melanie

JAN 14 1998

1/16 Jon Merges

*00789, 00524, 00672

CR2E031 (1-89)

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ABRAHAM WARRANTY, INC., a Florida corporation, P97000024363

INTO

A & R INSURANCE ENTERPRISES, INC., a Florida corporation, S07621.

File date: January 14, 1998

Corporate Specialist: Joy Moon-French



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 15, 1998

CT Corporation System
660 East Jefferson St.
Tallahassee, FL 32301

SUBJECT: A & R INSURANCE ENTERPRISES, INC.
Ref. Number: S07621

We have received your document for A & R INSURANCE ENTERPRISES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please fill in the blanks on the first page of the plan of merger(Exhibit A) and on the second page of the plan of merger (Article III paragraph A).

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 998A00002368

Annette -

Please back-date to 1-14-98

Tamara

ARTICLES OF MERGER

OF

Abraham Warranty, Inc.

AND

A&R Insurance Enterprises, Inc.

FILED

98 JAN 14 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Abraham Warranty, Inc., a Florida corporation, and A&R Insurance Enterprises, 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 Abraham Warranty, Inc., ("Abraham") and A&R Insurance Enterprises, Inc., ("A&R").
2. Abraham is hereby merged with and into A&R and the corporate existence of Abraham shall cease. A&R 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 Abraham on October 31, 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 A&R on October 31, 1997 at a joint special meeting of the Board of Directors and Stockholders of A&R, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger by the Department 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 January
14, 1998.

Abraham Warranty, Inc.

By: 

Name:

James O. Cole

Title:

Vice President

A&R Insurance Enterprises, Inc.

By: 

Name: Anthony R. Abraham

Title:

President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan") is entered into as of January 14, 1998 by Abraham Warranty, Inc., a Florida corporation ("Merger Corp.") and A&R Insurance Enterprises, 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, \$1.00 (One Dollar) 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 519,174 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.

Abraham Warranty, Inc.

By: 

Name:

James O. Cole

Title:

Vice President

A&R Insurance Enterprises, Inc.

By: 

Name:

Anthony R. Abraham

Title:

President