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V61309

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CORPORATION(S) NAME

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RI / QPF Merger Corp.

merging into

Quantum Premium Finance Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

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2/28/97

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ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

RI/PPF MERGER CORP., A FLORIDA CORPORATION, P97000002845.

INTO

QUANTUM PREMIUM FINANCE CORPORATION, a Florida corporation,  
V61309.

File date: February 28, 1997

Corporate Specialist: Nancy Hendricks

**ARTICLES OF MERGER  
OF  
RI/QPF MERGER CORP., a Florida corporation  
INTO  
QUANTUM PREMIUM FINANCE CORPORATION, a Florida corporation**

**FILED**  
97 FEB 28 11:17:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 and Section 607.1105 of the Florida Business Corporation Act, RI/QPF MERGER CORP., a Florida corporation (the "Merger Sub"), and QUANTUM PREMIUM FINANCE CORPORATION, a Florida corporation (the "Surviving Corporation"), hereby adopt the following Articles of Merger for the purpose of merging the Merger Sub with and into the Surviving Corporation (the "Merger"). All of the outstanding shares of common stock of Merger Sub are held by Republic Industries, Inc., a Delaware corporation ("Republic").

**FIRST:** The plan of merger for the Merger (the "Plan of Merger"), pursuant to Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), is as set forth in these Articles of Merger, including Exhibits A, B and C hereto, which are incorporated herein and constitute part of these Articles of Merger.

**SECOND:** The Merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time"). At the Effective Time, by virtue of the Merger and without any action on the part of the Merger Sub, the Surviving Corporation or Republic, (i) the Merger Sub shall be merged with and into the Surviving Corporation, with the Surviving Corporation being the surviving corporation of the Merger and the separate existence of Merger Sub shall thereupon cease, (ii) all of the shares of capital stock of the Surviving Corporation outstanding at the Effective Time shall be converted into the right to receive, in the aggregate, such number of shares of common stock, par value \$.01 per share, of Republic as set forth in Exhibit A hereto (the "Republic Shares"), and such Republic Shares shall be allocated among the shareholders of the Surviving Corporation as provided in Exhibit A hereto, and (iii) each share of common stock of Merger Sub outstanding at the Effective Time

shall be converted into one share of the voting common stock of the Surviving Corporation, resulting in the Surviving Corporation becoming a wholly-owned subsidiary of Republic. The Merger shall have the effects set forth in Section 607.1106 of the FBCA, and all property, rights, privileges, policies and franchises of each of the Surviving Corporation and the Merger Sub shall vest in the Surviving Corporation and all debts, liabilities and duties of each of the Surviving Corporations and the Merger Sub shall become the debts, liabilities and duties of the Surviving Corporation.

**THIRD:** The Articles of Incorporation of the Surviving Corporation shall, as of the Effective Time, be amended and restated in their entirety as set forth in Exhibit B and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.


**FOURTH:** The Bylaws of Merger Sub as in effect at the Effective Time shall be the Bylaws of the Surviving Corporation thereafter, unless and until amended in accordance with applicable law.

**FIFTH:** The persons listed on Exhibit C hereto shall become the officers and directors of the Surviving Corporation at the Effective Time, each to hold thereafter a directorship and/or office of the Surviving Corporation as indicated in Exhibit C, until their respective successors are duly elected and qualified.

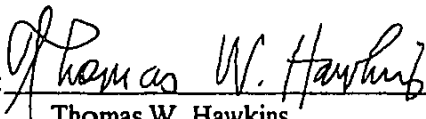
**SIXTH:** The Plan of Merger was approved by unanimous written consent of the Board of Directors and shareholders of the Surviving Corporation dated as of January 12, 1997, and by unanimous written consent of the Board of Directors and sole shareholder of the Merger Sub dated as of January 12, 1997.

IN WITNESS WHEREOF, each of the Surviving Corporation and the Merger Sub have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, on this 28<sup>th</sup> day of February, 1997.

QUANTUM PREMIUM FINANCE  
CORPORATION

By:   
Michael E. Maroone  
President

RI/QPF MERGER CORP.

By:   
Thomas W. Hawkins  
Vice President

## **EXHIBIT A**

### **Conversion of Shares**

The outstanding shares of capital stock of the Surviving Corporation at the Effective Time shall be converted into an aggregate of 21,910 Republic Shares, and the shareholders of the Surviving Corporation, who are listed below, shall have the right to receive such number of such Republic Shares as set forth below.

| <b>Shareholder of Quantum<br/>Premium Finance<br/>Corporation</b> | <b>Number of Republic<br/>Shares</b> |
|---|--------------------------------------|
| Michael E. Maroone  | 10,955                               |
| Albert E. Maroone   | 10,955                               |

**EXHIBIT B**

**Articles of Incorporation  
of  
Surviving Corporation**

See attached

State of Florida  
Amended and Restated  
Articles of Incorporation  
of

Quantum Premium Finance Corporation

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is: Quantum Premium Finance Corporation.

SECOND: The street address of the principal office of the corporation and its mailing address is:

450 E. Las Olas Blvd., Ft. Lauderdale, Florida 33301

THIRD: The number of shares the corporation is authorized to issue is One Thousand (1,000) each with the par value of Zero Dollars and One Cent (\$0.01).

FOURTH: The street address of the registered office of the corporation is C/O C T CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, and the name of its registered agent at such address is C T CORPORATION SYSTEM.

Acceptance by the Registered Agent of  
Quantum Premium Finance Corporation  
as required in Section 607.0501

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505.

C T CORPORATION SYSTEM

Dated 2/28, 1997

By: Connie Bryan

CONNIE BRYAN (Title of Officer)  
SPECIAL ASSISTANT SECRETARY

(Title of Officer)

## EXHIBIT C

### Officers and Directors

Unless otherwise indicated below, the address for each of the persons listed below is 450 East Las Olas Boulevard, Suite 1200, Fort Lauderdale, Florida 33301.

| <u>Name and Address</u> | <u>Director (Yes/No)</u> | <u>Office(s)</u>   |
|-------------------------|--------------------------|--|
| Thomas W. Hawkins       | Yes                      |  |
| Richard L. Handley      | Yes                      | Secretary  |
| Michael E. Maroone      | No                       | President, Chief Executive Officer, Assistant Secretary, and Assistant Treasurer |
| Donald J. Reese         | No                       | Vice President and Chief Financial Officer                                       |
| Brad Hodgen             | No                       | Vice President   |
| Ken Graham              | No                       | Vice President   |
| Courtland Peddy         | No                       | Treasurer  |