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Articles of Merger

Filed 3-24-72, effective 3-31-72

22 pgs.

A-76669 (w)

**RYDER TRUCK RENTAL, INC.**

Agreement of Merger among  
RYDER TRUCK RENTAL, INC.  
A Fla. corp. and P & S  
LEASING CORP. a New Hampshire  
corp., O'KEEFE TRUCK RENTAL  
CO., A Rhode Island corp.  
COMMERCIAL TRUCK LEASING,  
INC., a Connecticut corp.,  
and MORRISON PLAN, INC.,  
a Delaware corp. all merging  
into and under the name of

**RYDER TRUCK RENTAL, INC.**  
the continuing corp.  
filed 3/24/72 Eff. DATE  
3/31/72

FILED IN OFFICE OF DEPARTMENT  
OF STATE. STATE OF FLORIDA,

by mp on 3/31/72

**RICHARD (DICK) STONE**  
SECRETARY OF STATE

corp-1

# C T CORPORATION SYSTEM



Associated with The Corporation Trust Company  
1820 FIRST NATIONAL BANK TOWER, ATLANTA, GA. 30303 - (404) 523-0548

March 22, 1972

RE: RYDER TRUCK RENTAL, INC. (Merger)

Counsel: Darian B. Andersen, Atty.  
Ryder System, Inc., Law Dept.  
2701 South Bayshore Drive  
Miami, Florida 33133

FILED  
MAR 21 10 00 AM '72  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

MR 232 ? - 12780 - 15.00

Dear Sir:

Attached please find duplicate executed Agreements of Merger merging P & S Leasing Corp.; Commercial Truck Leasing, Inc.; O'Keefe Truck Rental Co.; and Morrison Plan, Inc., corporations organized under states other than Florida and not qualified in Florida into Ryder Truck Rental, Inc., a Florida corporation. We would appreciate your filing the attached Agreement of Merger, returning one certified copy to this office.

*Part of the records*  
*aback reaction*  
*aback you act & dir*

If any problem should arise as to the filing of this Agreement of Merger we would appreciate your telephoning this office collect.

Very truly yours,

C T CORPORATION SYSTEM

Daniel W. Hans

DWH/ajy  
Enclosures

EXPIRE DATE  
Letter and 3/31/72  
3-24-72

C. IN	.....
FILED	15.00
R. AGENT	.....
S. COPY	.....
T. W.	15.00
I. C. OR	.....
BALANCE DUE	.....
TEMPORARY	.....
LONG COPY	.....

# C T CORPORATION SYSTEM



Associated with The Corporation Trust Company  
1820 FIRST NATIONAL BANK TOWER, ATLANTA, GA. 30303 • (404) 523-0546

March 23, 1972

RE: RYDER TRUCK RENTAL, INC. (Merger)

Counsel: Darian B. Andersen, Atty.  
Ryder System, Inc., Law Dept.  
2701 South Bayshore Drive  
Miami, Florida 33133

**AIR MAIL**

Secretary of State  
Corporation Department  
Tallahassee, Florida 32304

Dear Sir:

Supplementing our letter of March 22, 1972 we attach duplicate execution pages which we would appreciate your attaching to the back of the Agreement of Merger forwarded to you with our letter of March 22.

Thank you very much for your assistance in this matter.

Very truly yours,  
C T CORPORATION SYSTEM

  
Daniel W. Hais

RECEIVED  
MAR 24 1 47 PM '72

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DWH/ajy  
Enclosures

Invoice 87630  
Check No 5667 - 10<sup>00</sup>  
3-24-72

AGREEMENT OF MERGER

OF

P & S LEASING CORP.  
COMMERCIAL TRUCK LEASING, INC.  
O'KEEFE TRUCK RENTAL CO.  
MORRISON PLAN, INC.

INTO

RYDER TRUCK RENTAL, INC.

FILED  
MAR 24 10 04 AM '72  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

AGREEMENT OF MERGER made and entered into this first day of March, 1972, by and between P & S LEASING CORP., a corporation organized and existing under the laws of the State of New Hampshire, and a majority of the directors thereof; O'KEEFE TRUCK RENTAL CO., a corporation organized and existing under the laws of the State of Rhode Island, and a majority of the directors thereof; COMMERCIAL TRUCK LEASING, INC., a corporation organized and existing under the laws of the State of Connecticut, and a majority of the directors thereof; and MORRISON PLAN, INC., a corporation organized and existing under the laws of the State of Delaware, and a majority of the directors thereof (such corporations collectively referred to hereinafter as the "Merging Corporations") and RYDER TRUCK RENTAL, INC., (the "Surviving Corporation") and a majority of the directors thereof.

WHEREAS, the Surviving Corporation owns all of the outstanding stock of P & S Leasing Corp., O'Keefe Truck Rental Co., Commercial Truck Leasing, Inc., and Morrison Plan, Inc. and such corporations are desirous of simplifying their business procedures, bookkeeping and administrative structure and of eliminating duplicative functions; and

WHEREAS, P & S Leasing Corp. was incorporated and is existing under the laws of the State of New Hampshire and has a maximum amount of capital stock, which it is authorized to have outstanding of 200 shares of \$100.00 par value preferred stock, 200 shares no par value Class A voting common stock and 100 shares no par voting Class B common stock, of which capital stock, 100 shares no par voting Class A common stock are now issued and outstanding; and

WHEREAS, O'Keefe Truck Rental, Co. was incorporated and is existing

under the laws of the State of Rhode Island and has a maximum amount of capital stock, which it is authorized to have outstanding of 2,700 shares no par value Class A common stock, 100 shares no par value class B common stock and 300 shares \$100 par value preferred stock, of which 450 shares Class A common stock, 50 shares Class B common stock and 60 shares preferred stock are now issued and outstanding; and

WHEREAS, Commercial Truck Leasing, Inc. was incorporated and is existing under the laws of the State of Connecticut and has a maximum amount of capital stock, which it is authorized to have outstanding, of 5,000 shares of no par value common stock of which capital stock, 34 shares of common stock are now issued and outstanding; and

WHEREAS, Morrison Plan, Inc. was incorporated and is existing under the laws of the State of Delaware and has a maximum amount of capital stock, which it is authorized to have outstanding, of 100 shares of common stock having a par value of \$100 each, of which capital stock, 100 shares of common stock are now issued and outstanding; and

WHEREAS, Ryder Truck Rental, Inc. was incorporated and is existing under the laws of the State of Florida and has a maximum amount of capital stock, which it is authorized to have outstanding, of 100 shares of common stock having no par value, of which capital stock, 100 shares of common stock are now issued and outstanding; and

WHEREAS, the principal office of P & S Leasing Corp. in the State of New Hampshire is located at 660 Gold Street, City of Manchester, County of Hillsborough; the principal office of O'Keefe Truck Rental Co. in the State of Rhode Island is located at One Jefferson Boulevard, in the City of Warwick, County of Kent; the principal office of Commercial Truck Leasing, Inc. in the State of Connecticut is located at 99 Murphy Road in the City of Hartford, county of Hartford; the principal office of Morrison Plan, Inc. in the State of Delaware is 100 West Tenth Street in the City of Wilmington, County of Castle, and the principal office of Ryder Truck Rental, Inc. in the State of Florida is located at 2701 South Bayshore Drive, in the City of Miami, County of Dade; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties hereby agree as follows:

1. That P & S Leasing Corp., O'Keefe Truck Rental Co., Commercial Truck Leasing, Inc. and Morrison Plan, Inc. shall merge into Ryder Truck Rental, Inc. and upon the effective date of such merger, as hereinafter specified, P & S Leasing Co., O'Keefe Truck Rental, Co., Commercial Truck Leasing, Inc. and Morrison Plan, Inc. shall cease to exist and shall no longer exercise their powers, privileges and franchises subject to the laws of their respective states of incorporation. Ryder Truck Rental, Inc. shall be the surviving corporation and shall succeed to the property and assets of and exercise all the powers, privileges and franchises of P & S Leasing Corp., O'Keefe Truck Rental Co., Commercial Truck Leasing, Inc. and Morrison Plan, Inc. and shall assume and be liable for all of the debts and liabilities, if any, of P & S Leasing Corp., O'Keefe Truck Rental Co., Commercial Truck Leasing, Inc. and Morrison Plan, Inc.

2. The name of the corporation which is to survive the merger herein authorized, is and shall be Ryder Truck Rental, Inc.

3. The state of incorporation of the Surviving Corporation shall be and remain the State of Florida.

4. The officers and directors of the Surviving Corporation shall be the same officers and directors of Ryder Truck Rental, Inc. on January 31, 1972 and are the same as those listed with their respective titles and addresses on Exhibit A attached hereto and incorporated herein by reference.

5. All provisions of the existing Certificate of Incorporation of the Surviving Corporation on file with the Secretary of State of the State of Florida, shall constitute the Certificate of Incorporation of the Surviving Corporation, a copy of which certificate is marked Exhibit B and is attached hereto and is incorporated herein by reference.

6. The shares of the Merging Corporations shall not be converted into shares of the Surviving Corporation, but shall be cancelled and the authorized capital stock of the Surviving Corporation shall not be changed, but shall be and remain the same as before the merger.

7. All of the Merging Corporations and the Surviving Corporation shall take, or cause to be taken, all action, or do or cause to be done all things necessary, proper or advisable under the laws of their respective states of incorporation, to consummate and make effective the merger, subject, however, to the appropriate vote of the stockholders of each of the said corporations in accordance with law.

8. This Agreement shall be submitted to the vote of the stockholders of each of the said corporations in accordance with law, and subject to the approval of such stockholders, shall be and become effective as at midnight, March 31, 1972.

9. The principal place of business of the Surviving Corporation is and shall be located in the City of Miami, County of Dade, State of Florida.

This Agreement has been duly authorized by the respective Boards of Directors of the Surviving Corporation (in accordance with the laws of the State of Florida) and of the Merging Corporations (in accordance with the laws of their respective states of incorporation) and is signed and sealed by the duly authorized officers of each such corporation party hereto as of the day and year first above written.

(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

*Edythe R M Frosser*  
Notary Public

*M. V. Allen*  
M. V. Allen

*L. J. Davis*  
L. J. Davis

*A. B. Braun*  
A. B. Braun

A Majority of the Directors of  
Ryder Truck Rental, Inc.



(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

Edythe R M Frigger  
Notary Public

M. V. Allen  
M. V. Allen

J. J. Davis  
J. J. Davis

A. B. Braun  
A. B. Braun

A Majority of the Directors of  
P & S Leasing Corp.

(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

Edythe R M Frigger  
Notary Public

M. V. Allen  
M. V. Allen

J. J. Davis  
J. J. Davis

A. B. Braun  
A. B. Braun

A Majority of the Directors of  
Commercial Truck Leasing, Inc.

(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

Edythe R M Frigger  
Notary Public

M. V. Allen  
M. V. Allen

J. J. Davis  
J. J. Davis

A. B. Braun  
A. B. Braun

A Majority of the Directors of  
O'Keefe Truck Rental Co.

(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

Edythe R M Frigger  
Notary Public

M. V. Allen  
M. V. Allen

J. J. Davis  
J. J. Davis

A. B. Braun  
A. B. Braun

A Majority of the Directors of  
Morrison Plan, Inc.

CERTIFICATE

I, R. C. DICKINSON, Secretary of O'KEEFE TRUCK RENTAL CO., a corporation of the State of Rhode Island, DO HEREBY CERTIFY, in accordance with the provisions of the Rhode Island Business Corporation Act, that the foregoing Agreement of Merger of O'Keefe Truck Rental Co., P & S Leasing Corp., Commercial Truck Leasing, Inc., Morrison Plan, Inc., and Ryder Truck Rental, Inc. was submitted to the stockholders of said O'Keefe Truck Rental Co. at a meeting thereof called separately from any meeting of the stockholders of said P & S Leasing Corp., Commercial Truck Leasing, Inc., Morrison Plan, Inc., and Ryder Truck Rental, Inc., for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Rhode Island Business Corporation Act, and that at said meeting said Agreement of Merger was considered and a vote by ballot was taken for the adoption or rejection of the same, and the votes of the stockholders of said O'Keefe Truck Rental Co. entitling them to exercise at least a majority of the voting power on a proposal to merge said corporation with the other above listed corporations, were for the adoption of said Agreement.

IN WITNESS WHEREOF I have hereunto signed my name and affixed the seal of said O'Keefe Truck Rental Co. this first day of March, 1972.

*R. C. Dickinson*

Secretary of O'Keefe Truck Rental Co.

CERTIFICATE

I, R. C. DICKINSON, Secretary of MORRISON PLAN, INC., a corporation of the State of Delaware, DO HEREBY CERTIFY, in accordance with the provisions of the Delaware Code, that the foregoing Agreement of Merger of Morrison Plan, Inc., P & S Leasing Corp., O'Keefe Truck Rental Co., Commercial Truck Leasing, Inc. and Ryder Truck Rental, Inc. had a meeting thereof called separately from any meeting of the stockholders of said P & S Leasing Corp., O'Keefe Truck Rental Co., Commercial Truck Leasing, Inc., and Ryder Truck Rental, Inc., for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Delaware Code, and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said Morrison Plan, Inc. entitling them to exercise at least a majority of the voting power on a proposal to merge said corporation with another were for the adoption of said Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the said Morrison Plan, Inc., this first day of March, 1972.

*R. C. Dickinson*

Secretary of Morrison Plan, Inc.

CERTIFICATE

I, R. C. DICKINSON, Secretary of COMMERCIAL TRUCK LEASING, INC., a corporation of the State of Connecticut, DO HEREBY CERTIFY, in accordance with the provisions of the Connecticut Stock Corporation Act, that the foregoing Agreement of Merger of Commercial Truck Leasing, Inc., P & S Leasing Corp., O'Keefe Truck Rental Co., Morrison Plan, Inc. and Ryder Truck Rental, Inc. was submitted to the stockholders of said Commercial Truck Leasing, Inc. at a meeting thereof called separately from any meeting of the stockholders of said P & S Leasing Corp., O'Keefe Truck Rental Co., Morrison Plan, Inc., and Ryder Truck Rental, Inc., for the purpose of taking the same into consideration and duly held in accordance with the provisions of the Connecticut Stock Corporation Act, and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said Commercial Truck Leasing, Inc. entitling them to exercise at least a majority of the voting power on a proposal to merge said corporation with another were for the adoption of said Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said Commercial Truck Leasing, Inc., this first day of March, 1972.

*R. C. Dickinson*

Secretary of Commercial Truck Leasing, Inc.

CERTIFICATE

I, R. C. DICKINSON, Secretary of RYDER TRUCK RENTAL, INC., a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of the Florida Statutes, that the foregoing Agreement of Merger of P & S Leasing Corp., O'Keefe Truck Rental Co., Commercial Truck Leasing, Inc., Morrison Plan, Inc. and Ryder Truck Rental, Inc. was submitted to the stockholders of said Ryder Truck Rental, Inc. at a meeting thereof called separately from any meeting of the stockholders of said P & S Leasing Corp., O'Keefe Truck Rental Co., Commercial Truck Leasing, Inc., and Morrison Plan, Inc. for the purpose of taking the same into consideration duly held in accordance with the provisions of the Florida Statutes, and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said Ryder Truck Rental, Inc. entitling them to exercise at least a majority of the voting power of said corporation on a proposal to merge said corporation on a proposal to merge said corporation with another, were for the adoption of said agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said Ryder Truck Rental, Inc. this first day of March, 1972.

  
Secretary of Ryder Truck Rental, Inc.

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

I hereby certify that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared A. B. BRAUN, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as Vice President of P & S Leasing Corp., a corporation of the State of New Hampshire, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation.

Witness my hand and official seal in the county and state last aforesaid this first day of March, 1972.

*Edythe R M Lagger*  
Notary Public  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES NOV. 3, 1975

STATE FLORIDA )  
COUNTY OF DADE ) SS:

I hereby certify that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared A. B. BRAUN, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as Vice President of O'Keefe Truck Rental Co., a corporation of the State of Rhode Island, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation.

Witness my hand and official seal in the county and state last aforesaid this first day of March, 1972.

*Edythe R M Lagger*  
Notary Public

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

I hereby certify that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared A. B. BRAUN, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as Vice President of Commercial Truck Leasing Inc., a corporation of the State of Connecticut, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation.

Witness my hand and official seal in the county and state last aforesaid this first day of March, 1972.

*Edythe R M Lagger*  
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES NOV. 3, 1975

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

I hereby certify that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared A. B. BRAUN, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as Vice President of Morrison Plan, Inc., a corporation of the State of Delaware, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation.

Witness my hand and official seal in the county and state last aforesaid this first day of March, 1972.

Edythe R. M. Lasser  
Notary Public

STATE OF FLORIDA )  
COUNTY OF DADE ) SS:

NOTARY PUBLIC STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES NOV. 3, 1975

I hereby certify that on this day before me, an officer duly authorized in the state and county aforesaid to take acknowledgments, personally appeared A. B. Braun, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as Vice President of Ryder Truck Rental, Inc., a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation.

Witness my hand and official seal in the county and state last aforesaid this first day of March, 1972.

Edythe R. M. Lasser  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES NOV. 3, 1975

EXHIBIT A

DIRECTORS

<u>NAMES</u>	<u>ADDRESSES</u>
J. A. Ryder	2701 S. Bayshore Drive Miami, Florida
J. J. Davis	2701 S. Bayshore Drive Miami, Florida
M. V. Allen	2701 S. Bayshore Drive Miami, Florida
A. B. Braun	2701 S. Bayshore Drive Miami, Florida

OFFICERS

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	M. V. Allen	2701 S. Bayshore Drive, Miami, Florida
Vice President	G. M. Young	2701 S. Bayshore Drive, Miami, Florida
Vice President	C. R. Bowker	2701 S. Bayshore Drive, Miami, Florida
Vice President	J. J. Davis	2701 S. Bayshore Drive, Miami, Florida
Vice President	A. B. Braun	2701 S. Bayshore Drive, Miami, Florida
Vice President	O. H. Bradbury	2701 S. Bayshore Drive, Miami, Florida
Vice President	R. E. Clarke	2701 S. Bayshore Drive, Miami, Florida
Vice President	W. C. Sims	2701 S. Bayshore Drive, Miami, Florida
Vice Pres. & Treas.	D. K. O'Connell	2701 S. Bayshore Drive, Miami, Florida
Vice President	D. W. Heffernan	2701 S. Bayshore Drive, Miami, Florida
Vice President	R. Kacer	2701 S. Bayshore Drive, Miami, Florida
Vice President	D. F. Mayer	2701 S. Bayshore Drive, Miami, Florida
Vice President	R. C. Rechten	2701 S. Bayshore Drive, Miami, Florida
Vice President	R. D. Schneider	2701 S. Bayshore Drive, Miami, Florida
Vice President	G. O. Pletts	2701 S. Bayshore Drive, Miami, Florida
Vice President	J. C. Paterson	2701 S. Bayshore Drive, Miami, Florida
Vice President	M. H. Miller	2701 S. Bayshore Drive, Miami, Florida
Vice President	W. O. Cullom	2701 S. Bayshore Drive, Miami, Florida
Secretary	R. C. Dickinson	2701 S. Bayshore Drive, Miami, Florida
Asst. Secretary	J. A. Farley	2701 S. Bayshore Drive, Miami, Florida
Asst. Secretary	J. A. Ryder, Jr.	2701 S. Bayshore Drive, Miami, Florida
Asst. Treasurer	M. N. Narducci	2701 S. Bayshore Drive, Miami, Florida
Asst. Treasurer	D. M. Singer	2701 S. Bayshore Drive, Miami, Florida
Asst. Treasurer	W. J. LeMasurier	2701 S. Bayshore Drive, Miami, Florida



COMPOSITE  
OF  
CERTIFICATE OF INCORPORATION  
OF  
RYDER TRUCK RENTAL, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

(as amended January 30, 1958)

The name of this corporation shall be:

RYDER TRUCK RENTAL, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

(as amended December 1, 1966)

The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in connection therewith to have all powers given and granted unto corporations under Chapter 608.13 of the Compiled General Laws of Florida, 1959, and to any other rights and powers vested in corporations for profit under Chapter 29170 of the Laws of Florida, 1959, or as may be granted under any amendments thereto at any time hereafter. Without excluding any of the general powers or right to conduct the general nature of the general business or businesses above-described, this corporation shall specifically have the right to buy and sell real estate, engage in the motor vehicle and general equipment leasing business, to buy and hold stocks in other corporations, to render management services and to perform each and every act

authorized for corporations under the Laws of the State of Florida, not specifically reserved for special and Charter corporations such as banking and trust companies or other corporations which require special incorporation and approval under the other statutes of this state.

### ARTICLE III

#### CAPITAL STOCK

(as amended March 27, 1969)

The maximum number of shares that the corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, all of which shall be without par value.

### ARTICLE IV

#### AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation shall commence business is Five Hundred (\$500.00) Dollars.

### ARTICLE V

#### CORPORATE EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved according to law.

### ARTICLE VI

#### PRINCIPAL PLACE OF BUSINESS

The principal office of business of said corporation shall be in Miami, Dade County, Florida, with the privilege of having branch offices at other places within or without the State of Florida, or within or without the United States of America.

### ARTICLE VII

#### DIRECTORS

(as amended March 27, 1969)

The names and post office addresses of the members of the first Board of Directors of this corporation, who shall hold office for the first year or until

their successors are chosen, are:

<u>DIRECTORS</u>	<u>POST OFFICE ADDRESSES</u>
James A. Ryder	2701 South Bayshore Drive, Miami, Fla.
M. V. Allen	2701 South Bayshore Drive, Miami, Fla.
John J. Davis	2701 South Bayshore Drive, Miami, Fla.
Arnold B. Braun	2701 South Bayshore Drive, Miami, Fla.

<u>OFFICERS</u>	<u>POST OFFICE ADDRESSES</u>
M. V. Allen, President	2701 South Bayshore Drive, Miami, Fla.
Daniel K. O'Connell, Secretary	2701 South Bayshore Drive, Miami, Fla.
John D. Sheck, Treasurer	2701 South Bayshore Drive, Miami, Fla.

ARTICLE VIII

SUBSCRIBERS

The names and post office addresses of the subscribers, and the number of shares of stock which each agrees to take, are:

<u>NAMES</u>	<u>ADDRESSES</u>	<u>NUMBER OF SHARES</u>
J. L. Hiss	1229 DuPont Bldg., Miami, Fla.	2
Eva W. Jones	1229 DuPont Bldg., Miami, Fla.	2
Bessie C. Breyer	1229 DuPont Bldg., Miami, Fla.	1

the proceeds of which will amount to at least \$500.00.

IN WITNESS WHEREOF, the undersigned have subscribed their names on this, the 23rd day of December, 1953.

/s/ J. L. Hiss

/s/ Eva W. Jones

/s/ Bessie C. Breyer

STATE OF FLORIDA )

SS:

COUNTY OF DADE )

I hereby certify that on this, the 23rd day of December, A. D., 1953, personally came and appeared before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, J. L. Hiss, Eva W. Jones and Bessie C. Breyer all to me well known and well known by me to be the persons described in and who severally acknowledged to me that they executed the foregoing Articles of Incorporation as their free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year above written.

/s/ Jeannette Hardy

Notary Public

State of Florida at Large

THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the Board of Directors of each of the corporations, parties thereto, and having been adopted by the stockholders of each of said corporations, the Vice President and Secretary of each corporate party hereto, do now hereby execute this agreement and act of merger under the corporate seals of their respective corporations by authority of the Directors and Stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this first day of March, 1972.

P & S LEASING CORP.

By *G. B. Brown* Vice President

*R. D. Sullivan*  
Secretary

O'KEEFE TRUCK RENTAL CO.

By *G. B. Brown* Vice President

*R. D. Sullivan*  
Secretary

COMMERCIAL TRUCK LEASING, INC.

By *G. B. Brown* Vice President

*R. D. Sullivan*  
Secretary

MORRISON PLAN, INC.

By *G. B. Brown* Vice President

*R. D. Sullivan*  
Secretary

RYDER TRUCK RENTAL, INC.

By *G. B. Brown* Vice President

*R. D. Sullivan*  
Secretary

THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the Board of Directors of each of the corporations, parties thereto, and having been adopted by the stockholders of each of said corporations, the Vice President and Secretary of each corporate party hereto, do now hereby execute this agreement and act of merger under the corporate seals of their respective corporations by authority of the Directors and Stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this first day of March, 1972.

P & S LEASING CORP.

By G. B. Mann  
Vice President

R. B. Sullivan  
Secretary

O'KEEFE TRUCK RENTAL CO.

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Vice President

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COMMERCIAL TRUCK LEASING, INC.

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