

176669

300002470413--9

Articles of Merger  
Filed 12-19-79

15 pgs.

**MERGER - A FOREIGN CORPORATION NOT QUALIFIED  
IN FLORIDA, INTO A FLORIDA CORPORATION**

-----  
A notification letter was mailed to:

walk-in

Mailed: 1 CC & 1 CUS

File Number: 117

Remittance Totaling: \$50.00  
-----

MOTOR RENTALS, INC., a Missouri Corporation not qualified in Florida

-----merging in-----

RYDER TRUCK RENTAL, INC.

Charter Number: 176669

Filing Date: December 19, 1979

176669

-----  
Word Processing: December 19, 1979

By: rr

**RYDER SYSTEMS INC.**  
3200 West 22nd Ave PO Box 528216  
Miami Florida 33152



Stephen J. Straley  
Staff Counsel  
CDD 689-3847

December 18, 1979

6868 12/20/79 176569  
005 6868 12/20/79 30.00  
005 2 30.00

Secretary of State  
Capitol Building  
Tallahassee, Florida 32301

Attention: Jo

Dear Jo:

Enclosed is the original and one copy of the Articles and Plan of Merger for the State of Florida to merge Motor Rentals, Inc. into Ryder Truck Rental, Inc. Please have the appropriate person file while our messenger waits for these documents and he will send them to Missouri for filing.

After filing, please forward the duplicate original of the Missouri form together with the Certificate of Merger and the Certificate of Good Standing to the Secretary of State office in Missouri. The envelope and check for that filing are enclosed.

We have also enclosed a check for \$50.00 to cover the filing fees.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call.

Very truly yours,

*Karen G. Dixon*

Karen G. Dixon  
Office of Stephen J. Straley

*merging Missouri corp. not. qual. into 1/kgd enclosures a Fla. corp.*

*117 wpd  
12/19/79*

EFFECTIVE DATE  
12-19-79

*Merger  
mk  
AK  
NOV*

RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DEC 19 1 59 PM '79

FILED

POSTAGE	
G. TAX	
REG. FEE	30
C. COPY	20
TOTAL	50

*CUSA*

*MR*

DOMESTIC CORPORATION AND FOREIGN CORPORATION  
ARTICLES OF MERGER

DEC 19 1 50 PM '79  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

THE UNDERSIGNED CORPORATIONS, PURSUANT TO SECTION 607.234 OF THE FLORIDA GENERAL CORPORATIONS ACT, HEREBY EXECUTE THE FOLLOWING ARTICLES OF MERGER:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
RYDER TRUCK RENTAL, INC. (Surviving Corporation)	Florida
MOTOR RENTALS, INC. (Merging Corporation)	Missouri

SECOND: The laws of the state under which such foreign corporation is organized permit such merger.

THIRD: The name of the Surviving Corporation is RYDER TRUCK RENTAL, INC. and it shall be governed by the Laws of the State of Florida.

FOURTH: The Plan of Merger is as follows:

(1) Motor Rentals, Inc., a Missouri corporation (the "Merging Corporation"), shall be merged into Ryder Truck Rental, Inc., a Florida corporation (the "Surviving Corporation") and, upon the effective date of such merger, as hereinafter specified, the Merging Corporation shall cease to exist and shall no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the Commonwealth of Pennsylvania. The Surviving Corporation shall succeed to the property and assets of and exercise all the rights, powers privileges and franchises of the Merging Corporation and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporation.

(2) The number of shares of the undersigned corporations issued and outstanding are as follows:

Ryder Truck Rental, Inc.	100 Shares of Common Stock (Without Par Value)
Motor Rentals, Inc.	1,445 Shares of Common Stock (\$100 Par Value)

(3) Inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation, the shares of the Merging Corporation shall not be converted into shares of the Surviving Corporation, but shall be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of the capital stock of the Surviving Corporation shall not be

changed, but shall be and remain the same as before the merger.

(4) The state of incorporation of the Surviving Corporation is and shall remain Florida.

(5) The officers and directors of the Surviving Corporation shall be the same officers and directors in office prior to the merger.

(6) The name of the Surviving Corporation, upon the effective date of the merger, is and shall remain RYDER TRUCK RENTAL, INC.

(7) All provisions of the existing Certificate of Incorporation of the Surviving Corporation, on file with the Secretary of State of Florida, shall remain the same and shall constitute the Certificate of Incorporation of the Surviving Corporation.

(8) The Surviving Corporation shall pay all expenses of carrying into effect and accomplishing the merger.

(9) The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all action, or cause to be done, all things necessary, proper, or advisable in accordance with the laws of the State of Missouri and the State of Florida, to consummate and make effective the merger.

(10) The Plan shall be effective as of the 19th day of December, 1979.

FIFTH: The Plan of Merger was adopted by the Shareholder of Motor Rentals, Inc., the Merging Corporation, on the 5th day of December, 1979, and was adopted by the Board of Directors of Ryder Truck Rental, Inc., the Surviving Corporation, without approval of the Shareholders of said Surviving Corporation in accordance with the provisions of Section 607.221(5) of the Florida General Corporation Act.

SIXTH: All provisions of the law of the State of Florida and the State of Missouri applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be the 19th day of December, 1979.

SIGNED this 7th day of December, 1979.

RYDER TRUCK RENTAL, INC.  
(The Surviving Corporation)

By: Ronald E. [Signature]  
Senior Vice President

Attest: [Signature]  
Assistant Secretary

MOTOR RENTALS, INC.  
(The Merging Corporation)

By: [Signature]  
President

Attest: [Signature]  
Secretary

STATE OF FLORIDA )  
COUNTY OF DADE ) ss:

The foregoing instrument was acknowledged before me  
this 7th day of December, 1979, by Ronald Estis  
Senior Vice President of RYDER TRUCK RENTAL, INC., on  
behalf of the corporation.

My commission expires NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
BY COMMISSION EXPIRES NOV. 2 1982  
BONDED THRU GENERAL INS UNDERWRITERS

Catherine A. Huimet  
(Notary Public)

(SEAL)

STATE OF FLORIDA )  
COUNTY OF DADE ) ss:

The foregoing instrument was acknowledged before me  
this 7th day of December, 1979, by H.M. Young  
President of MOTOR RENTALS, INC., on behalf of the  
corporation.

My commission expires NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
BY COMMISSION EXPIRES NOV. 2 1982  
BONDED THRU GENERAL INS UNDERWRITERS

Catherine A. Huimet  
(Notary Public)

(SEAL)



FILED  
DEC 19 1 50 PM '79  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLAN OF MERGER

WHEREAS Ryder Truck Rental, Inc. is a corporation duly organized under the laws of the State of Florida (the "Surviving Corporation"); and

WHEREAS Motor Rentals, Inc. is a corporation duly organized under the laws of the State of Missouri (the "Merging Corporation"); and

WHEREAS the Surviving Corporation purchased, and is the legal and beneficial owner, of all the issued and outstanding shares of the capital stock of the Merging Corporation; and

WHEREAS the Surviving and Merging Corporations are desirous of simplifying their business procedures, bookkeeping and administrative structure and of eliminating duplicative functions;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties hereto, pursuant to the applicable provisions of the laws of the State of Florida and the State of Missouri, hereby agree as follows:

1. The Merging Corporation shall be merged into the Surviving Corporation and, upon the effective date of such merger, as hereinafter specified, the Merging Corporation shall cease to exist and shall no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the State of Missouri. The Surviving Corporation shall succeed to the property and assets of and exercise all of the rights, powers, privileges and franchises of the Merging Corporation and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporation.

2. The number of shares of the Merging and Surviving Corporation issued and outstanding are as follows:

RYDER TRUCK RENTAL, INC.	100 Shares of Common Stock (Without Par Value)
MOTOR RENTALS, INC.	1,445 Shares of Common Stock (\$100 Par Value)

3. Inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation, the shares of the Merging Corporation shall not be converted into shares of the Surviving Corporation, but shall be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of the capital stock of the Surviving Corporation shall not be changed but shall be and remain the same as before the merger.

4. The State of Incorporation of the Surviving Corporation shall be and remain the State of Florida.

5. The officers and directors of the Surviving Corporation shall be the same officers and directors in office prior to the merger.

6. The name of the Surviving Corporation, upon the effective date of the merger, shall be RYDER TRUCK RENTAL, INC.

7. All provisions of the existing Certificate of Incorporation of the Surviving Corporation, on file with the Secretary of State of Florida, shall remain the same and shall constitute the Certificate of Incorporation of the Surviving Corporation.

8. The Surviving Corporation shall pay all expenses of carrying into effect and accomplishing the merger.

9. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all action, or cause to be done, all things necessary, proper or advisable in accordance with the laws of the State of Missouri and the State of Florida, to consummate and make effective the merger.

4. The State of Incorporation of the Surviving Corporation shall be and remain the State of Florida.

5. The officers and directors of the Surviving Corporation shall be the same officers and directors in office prior to the merger.

6. The name of the Surviving Corporation, upon the effective date of the merger, shall be RYDER TRUCK RENTAL, INC.

7. All provisions of the existing Certificate of Incorporation of the Surviving Corporation, on file with the Secretary of State of Florida, shall remain the same and shall constitute the Certificate of Incorporation of the Surviving Corporation.

8. The Surviving Corporation shall pay all expenses of carrying into effect and accomplishing the merger.

9. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all action, or cause to be done, all things necessary, proper or advisable in accordance with the laws of the State of Missouri and the State of Florida, to consummate and make effective the merger.

10. This Plan shall be effective as of the 19th day of December, 1979.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this 7th day of December, 1979, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By: [Signature]  
Senior Vice President

SSS  
12-4-79

Attest: [Signature]  
Assistant Secretary

MOTOR RENTALS, INC.

By: [Signature]  
President

SSS  
12-4-79

Attest: [Signature]  
Secretary

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE )

Before me personally appeared Donald Estes and Fred Rau known to me known and known to me to be the individuals described in and who executed the foregoing instrument as Senior Vice President and Assistant Secretary of the above named RYDER TRUCK RENTAL, INC., a Florida corporation, and severally acknowledged to and before me that they executed such instrument as such Senior Vice President and Assistant Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and

that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal, this 7th day of December, 1979.

Catherine A. Belmont  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
BY COMMISSION EXPIRES NOV. 2 1982

STATE OF FLORIDA )  
                          ) ss:  
COUNTY OF DADE )

Before me personally appeared Ym Yaua and James M. Murray, to me known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of the above named MOTOR RENTALS, INC., a Missouri corporation, and severally acknowledged to and before me that they executed such instrument as such President and Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal, this 7th day of December, 1979.

Catherine A. Belmont  
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
BY COMMISSION EXPIRES NOV. 2 1982  
~~SEALING THIS DOCUMENT TO THE SUBSCRIBER~~

**CERTIFICATION PURSUANT TO  
FLORIDA GENERAL CORPORATION ACT,  
SECTION 607.221(5)**

I Fred Ray Stuever, Assistant Secretary of RYDER TRUCK RENTAL, INC., the Surviving Corporation pursuant to the Plan of Merger to which this Certification is attached do hereby certify that said Plan of Merger was adopted pursuant to Section 607.221(5) and that, as of the date hereof, the outstanding shares of the corporation were such as to render Section 607.221(5) applicable.

**RYDER TRUCK RENTAL, INC.**

By: 

**Fred Ray Stuever  
Assistant Secretary**

**Date: December 5, 1979**