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Articles of Merger
filed 9-10-79

12 pgs.

RYDER SYSTEM INC.
3600 NW 82 Ave PO Box 570816
Miami Florida 33152

Law Department
(305) 593-3267

Merger
176669
September 7, 1979

9/19

VIA EXPRESS MAIL

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32301

Re: Ryder Truck Rental, Inc. (Surviving corporation) and G.A.W.S., Inc. (Merging corporation)
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SEP 10 9 28 AM '79
06 22 30.00 05

Gentlemen:

Please find enclosed the following:

1. Duplicate originals - Articles of Merger
2. Duplicate originals - Plan of Merger
3. Our check No. 760468 in the amount of \$60.00 (recording fee: \$30; Two certificates: \$30)

I would appreciate your forwarding to the undersigned the two certified certificates upon completion. A self-addressed envelope is enclosed for your convenience.

Please call me collect at 305/593-3267 if you have any questions.

Thank you in advance for your assistance.

Very truly yours,

Beverly Bayne

Beverly Bayne
Administrative Secretary

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bb
enclosures

cc: Jeff Murphy
Margarita Fuentes

(2)

C. TAX	
FILING	30
R. AGENT FEE	
C. COPY	30
TOTAL	60
N. BANK	

27

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

THE UNDERSIGNED CORPORATIONS, PURSUANT TO SECTION 607.234 OF THE FLORIDA GENERAL CORPORATIONS ACT AND SECTION 157.69a OF THE ILLINOIS GENERAL CORPORATION ACT, HEREBY EXECUTE THE FOLLOWING ARTICLES OF MERGER:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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
G.A.W.S., INC. (Merging Corporation)	Illinois

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) G.A.W.S., Inc., an Illinois corporation (the "Merging Corporation"), shall be merged into Ryjer 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 State of Illinois. 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:

G.A.W.S., INC.

1500 Shares of Common Stock
(Without 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. No mailing to the shareholders of the Merging Corporation is required, inasmuch as the Surviving Corporation owns all of the issued and outstanding shares of the Merging Corporation.

(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 Illinois and the State of Florida, to consummate and make effective the merger.

(10) The Plan shall be effective as of the date of filing.

FIFTH: The Plan of Merger was adopted by the Shareholder of G.A.W.S., Inc., the Merging Corporation, on the 27th day of August, 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 laws of the State of Florida and the State of Illinois applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be as of the date of filing.

SIGNED this 7th day of September, 1979.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

By: [Signature]
President

Attest:
[Signature]
Assistant Secretary

G.A.W.S., INC.
(The Merging Corporation)

By: [Signature]
President

Attest:
[Signature]
Assistant Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME
THIS 7th DAY OF September, 1979, BY G. M.
YOUNG, PRESIDENT OF RYDER TRUCK RENTAL, INC., ON BEHALF OF
THE CORPORATION.

MY COMMISSION EXPIRES May 29, 1982.

[Signature]
(NOTARY PUBLIC)

(SEAL)

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 G.A.W.S., Inc. is a corporation duly organized under the laws of the State of Illinois (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 Illinois, 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 Illinois. 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.	1500 Shares of Common Stock (Without Par Value)
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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. No mailing to the shareholders of the Merging Corporation is required, inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation.

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 Illinois and the State of Florida, to consummate and make effective the merger.

10. This Plan shall be effective as of the date of filing.

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: 
Assistant Secretary

Date: August 27, 1979

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