

176669

700002471837--4

Articles of Merger
filed 12-2-85

11 pgs.

Charter # Only

176669

Rogers, Towers, Bailey, Jones & Gay

Requester's Name

118 1/2 East Jefferson Street

Address

Tallahassee, FL 32302 222-7200

City State ZIP Phone #

Please call Connie or Pat if any problems
CORPORATION(S) NAME

VALIDATION ONLY

006 7657 12/10/85	30.00	14
006 7657 12/10/85	170.00	5
006 7657 12/10/85	200.00	TL

Wilco Truck Rental, Inc.

merging into:

Ryder Truck Rental, Inc.

FILED
NOV 22 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROFIT AMENDMENT MERGER

FOREIGN DISSOLUTION MARK

LIMITED PARTNERSHIP ANNUAL REPORT RESERVATION
 REINSTATEMENT OTHER

CERTIFIED COPY PHOTO COPIES CERTIFICATE UNDER SEAL Re: Merger

WALK IN WILL WAIT PICK UP MAIL OUT CALL AFTER 4:30

merger

Name	12-2-80
Availability	
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W.P. Verifier	<i>[Signature]</i>

Dec. 2, 1985
3:00

1 copy of 11

CHARTER TAX STAMP

C. TAX	
FILING	30
R. AGENT FEE	
C. COPY	170
TOTAL	200
N. BANK	
BANK FEE DUE	
REFUND	

**MERGER - A FOREIGN CORPORATION QUALIFIED IN
FLORIDA, INTO A FLORIDA CORPORATION**

**WILCO TRUCK RENTAL, INC., a Tennessee corporation
(Charter #838644)**

-----merging into-----

RYDER TRUCK RENTAL, INC.

Surviving Charter Number: 176669

Filing Date: December 2, 1985

ARTICLES OF MERGER
OF
WILCO TRUCK RENTAL, INC.
(Subsidiary Corporation)

INTO

RYDER TRUCK RENTAL, INC.
(Parent Corporation)

FILED
1985 DEC -2 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.227 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER:

FIRST: Ryder Truck Rental, Inc. ("Parent Corporation"), is a corporation organized under the Laws of the State of Florida, owning all of the issued shares of Wilco Truck Rental, Inc. ("Subsidiary Corporation"), a corporation organized under the laws of the State of Tennessee and qualified to transact business in the State of Florida.

SECOND: The attached Plan of Merger was approved by resolution of the Board of Directors of the Parent Corporation.

THIRD: The number of outstanding shares of each class of the Subsidiary Corporation and the number of shares of each class owned by the Surviving Corporation is:

Class	Number of Shares Outstanding	Number of Shares Owned by Parent
Common	39,256	39,256

FOURTH: The mailing of the Plan of Merger to the shareholders of the Subsidiary Corporation was waived by all the shareholders.

FIFTH: The effective date of the merger is the date of filing with the Secretary of State of Florida.

SIGNED this 18th day of November, 1985.

RYDER TRUCK RENTAL, INC.

By: Donald W. Estes
Donald W. Estes
President

R6K

Attest:

Fred Ray Stuever
Fred Ray Stuever
Assistant Secretary

STATE OF FLORIDA

COUNTY OF DADE

) ss:
)

The foregoing instrument was acknowledged before me this 18th day of November, 1985, by Donald W. Estes, President of Ryder Truck Rental, Inc. on behalf of the corporation.

Barbara B. [Signature]
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1986
BONDED THRU GENERAL INS. UNDERWRITERS

bb/0471A

FILED

1985 DEC -2 AM 11:46

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 "Parent Corporation"); and

WHEREAS Wilco Truck Rental, Inc. is a corporation duly organized under the laws of the State of Tennessee (the "Subsidiary Corporation"); and

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

WHEREAS the Parent and Subsidiary 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 Tennessee, agree as follows:

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

2. The number of shares of the Subsidiary and Parent Corporations issued and outstanding are as follows:

RYDER TRUCK RENTAL, INC. (Parent Corporation)	100 Shares of Common Stock (Without Par Value)
WILCO TRUCK RENTAL, INC. (Subsidiary Corporation)	39,256 Shares of Common Stock (\$0.10 Par Value)

3. Inasmuch as the Parent Corporation owns all the issued and outstanding shares of the Subsidiary Corporation, the shares of the Subsidiary Corporation will not be converted into shares of the Parent Corporation, but shall be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of the capital stock of the Parent Corporation will not be

changed but will be and remain the same as before the merger.

4. The State of Incorporation of the Parent Corporation will be and remain the State of Florida.

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

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

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

8. The Parent Corporation will pay all expenses of carrying into effect and accomplishing the merger.

9. The Subsidiary Corporation and the Parent 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 Florida and the State of Tennessee, to consummate and make effective the merger.

10. This Plan will be effective as of filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, the Parent Corporation and the Subsidiary Corporation have caused these presents to be executed by the below named officers, this 14th day of November, 1985, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

WILCO TRUCK RENTAL, INC.

By: Donald W. Estes
Donald W. Estes
President

R6K

By: Donald W. Estes
Donald W. Estes
President

Attest:

Attest:

Fred Ray Stuever
Fred Ray Stuever
Assistant Secretary

Fred Ray Stuever
Fred Ray Stuever
Assistant Secretary

Verified:

Verified:

By: J. Wayne Johnson
J. Wayne Johnson
Vice President

By: J. Wayne Johnson
J. Wayne Johnson
Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared Donald W. Estes and Fred Ray Stuever, to me known and known to me to be the individuals described in and who executed the foregoing instrument as 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 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 14th day of November, 1985.

My commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1986
~~BOND TO THE GENERAL INS. UNDERWRITERS~~


Notary Public

(Seal)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared Donald W. Estes and Fred Ray Stuever, to me known and known to me to be the individuals described in and who executed the foregoing instrument as President and Assistant Secretary of the above named WILCO TRUCK RENTAL, INC., a Tennessee corporation, and severally acknowledged to and before me that they executed such instrument as such 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 14th day of November, 1985.

My commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1986
~~BOND TO THE GENERAL INS. UNDERWRITERS~~


Notary Public

(Seal)

bb//0472A

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

I, Fred Ray Stuever, Assistant Secretary of RYDER TRUCK RENTAL, INC., the Parent 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 *RBT*

Date: November 14, 1985

bb/0472A