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Articles of Merger
filed 1-26-84

10 pgs.

176669

VALIDATION ONLY

Requestor's Name

ROGERS, TOWERS, BAILEY, JONES & GAY

Address

118 1/2 East Jefferson Street

City

Tallahassee

State

FL

ZIP

32301

Phone #

222-7200

PLEASE CALL PAT OR DONNA IF ANY PROBLEMS.
CORPORATION(S) NAME

Ryder Truck Rental, Inc. (Fla)

merging: RLC, Inc. (Del.)

PROFIT AMENDMENT MERGER

FOREIGN DISSOLUTION MARK

LIMITED PARTNERSHIP ANNUAL REPORT RESERVATION

REINSTATEMENT OTHER

CERTIFIED COPY (3) PHOTO COPIES CERTIFICATE UNDER SEAL

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

FILED
JAN 26 9 03 AM '86
STATE
TALLAHASSEE, FLORIDA

(evidencing the merger.)

Jan. 23rd 28th
3:15 pm

Name	126/84
Availability	12324
Document Examiner	AJF
Updater	AJF
Updater Verifier	AJF
Acknowledgment	AJF (3)
W.P. Verifier	AJF

TAX	_____
MINING	_____ 30
AGENT FEE	_____ 40.00
OTHER	_____ 80
BANK	_____
PLANCE DUE	_____
STAMP	_____

DOMESTIC CORPORATION AND FOREIGN CORPORATION
ARTICLES OF MERGER

FILED
JAN 25 9 03 AM '74
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS, PURSUANT TO THE LAWS OF THE STATES OF FLORIDA AND DELAWARE, 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
RLC, INC. formerly known as AVIS LEASING CORPORATION (Merging Corporation)	Delaware

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. The Merging Corporation will be merged into the Surviving Corporation and, upon the effective date of such merger, the Merging Corporation will cease to exist and will no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the State of Delaware. The Surviving Corporation will succeed to the property and assets of and exercise all of the rights, powers, privileges and franchises of the Merging Corporation and will 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 (Without Par Value)
RLC, INC.	1,000 Shares of Common (\$1.00 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 will not be converted into shares of the Surviving Corporation, but will be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of the capital stock of the Surviving Corporation will not be changed but will be and remain the same as before the merger.

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

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

6. The name of the Surviving Corporation, upon the effective date, will 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, will remain the same and will constitute the Certificate of Incorporation of the Surviving Corporation.

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

9. The Merging Corporation and the Surviving Corporation will 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 Delaware to consummate and make effective the merger.

10. This Plan shall be effective (for accounting and all other similar purposes) as of the 31st day of December, 1982.

FIFTH: The Plan of Merger was adopted by the Shareholder of RLC, Inc. f/k/a Avis Leasing Corporation, the Merging Corporation, on the 31th day of December, 1982, and was adopted by the Board of Directors of Ryder Truck Rental, Inc., the Surviving Corporation, on the 31th day of December, 1982 without approval of the Shareholders of the Surviving Corporation in accordance with the provisions of Florida and Delaware law.

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

SEVENTH: The effective date of the Certificate of Merger shall be the 31st day of December, 1982. (for accounting and all other similar purposes)

SIGNED as of this 31st day of December, 1982.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

RLC, INC.
f/k/a AVIS LEASING
CORPORATION
(The Merging Corporation)

By: Jeffrey J. Murphy
Assistant Secretary

By: Fred Ray Stuever
Vice President

Attest: Fred Ray Stuever
Assistant Secretary

Attest: [Signature]
Assistant Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared Jeffrey J. Murphy and Fred Ray Stuever, to me known and known to me to be the individuals described in and who executed the foregoing instrument as Assistant Secretary 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 Assistant Secretary 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 31st day of December, 1982.

Lillian Leonard
Notary Public

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 18 1987
~~BONDED-TWO GENERAL RELEASE~~

(Seal)

STATE OF Florida)
) SS:
COUNTY OF Dade)

frs/3935c/23

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared Fred Ray Stuever and Randall G. Kominsky, to me known and known to me to be the individuals described in and who executed the foregoing instrument as Vice President and Assistant Secretary of the above named RLC, INC., f/k/a AVIS LEASING CORPORATION, a Delaware corporation, and severally acknowledged to and before me that they executed such instrument as such 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 31st day of December, 1982.

Luisa Conant
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
~~MY COMMISSION EXPIRES MAY 18 1987~~
BONDED THRU GENERAL INSURANCE UND

frs/3935c/2J

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 RLC, INC., formerly known as AVIS LEASING CORPORATION, is a corporation duly organized under the laws of the State of Delaware (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, book-keeping and administrative structure and of eliminating duplicative functions;

NOW, THEREFORE, in consideration of the premises and the following mutual covenants, the parties, pursuant to the applicable provisions of the laws of the State of Florida and the State of Delaware, agree as follows:

1. The Merging Corporation will be merged into the Surviving Corporation and, upon the effective date of such merger, the Merging Corporation will cease to exist and will no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the State of Delaware. The Surviving Corporation will succeed to the property and assets of and exercise all of the rights, powers, privileges and franchises of the Merging Corporation and will 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)
RLC, INC.	1,000 Shares of Common Stock (\$1.00 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 will not be converted into shares of the Surviving Corporation, but will be surrendered and cancelled, and the authorized and

presently existing issued and outstanding shares of the capital stock of the Surviving Corporation will not be changed but will be and remain the same as before the merger.

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

5. The officers and directors of the Surviving Corporation will 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, will 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, will remain the same and will constitute the Certificate of Incorporation of the Surviving Corporation.

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

9. The Merging Corporation and the Surviving Corporation will 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 Delaware, to consummate and make effective the merger.

10. This Plan will be effective (for accounting and all other similar purposes) as of the 31st day of December, 1982.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, as of the 31st day of December, 1982, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By: *Jeffrey D. Murphy*
Assistant Secretary

Attest: *Herb Ray Hunter*
Assistant Secretary

(Seal)

RLC, INC.
E/k/a AVIS LEASING CORPORATION

By: *Herb Ray Hunter*
Vice President

Attest: *Herb Ray Hunter*
Assistant Secretary

(Seal)

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared Fred Ray Stuever and Jeffrey J. Murphy, to me known and known to me to be the individuals described in and who executed the foregoing instrument as Assistant Secretary 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 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 31st day of December, 1982.

William E. Evans
Notary Public

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 18 1987
~~BONDED THRU GENERAL INSURANCE #100~~

STATE OF Florida)
) ss:
COUNTY OF Dade)

Before me personally appeared Fred Ray Stuever and Randall G. Kominsky, to me known and known to me to be the individuals described in and who executed the foregoing instrument as Vice President and Assistant Secretary of the above named RLC, INC., f/k/a AVIS LEASING CORPORATION, a Delaware corporation, and severally acknowledged to and before me that they executed such instrument as such 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 31st day of December, 1982.

William E. Evans
Notary Public

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 18 1987
~~BONDED THRU GENERAL INSURANCE #100~~

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**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) of the Florida General Corporation Act (the "Act") and that, as of the date hereof, the outstanding shares of the corporation were such as to render Section 607.221(5) of the Act applicable.

RYDER TRUCK RENTAL, INC.

By: 

Fred Ray Stuever
Assistant Secretary

Date: December 31, 1982

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