

176669

400002471824--5

Articles of Merger  
filed 5-1-89, effective 5-15-89

11 pgs.

VIA FEDERAL EXPRESS



# C T CORPORATION SYSTEM

Associated with The Corporation Trust Company

8151 W. BROWARD BOULEVARD, PLANTATION, FLORIDA 33324 • (305) 473-5503

FAX: (305) 476-0158

April 28, 1989

The Secretary of State  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 323

**176669**

SECRETARY OF STATE  
ALL INFORMATION CONTAINED  
HEREIN IS UNCLASSIFIED  
DATE 05/15/89 BY 1212

FILED

Attn: Lynn Turley

The Jacobs Companies, Inc. (D.C. DOMESTIC) NR  
RE: Uniserv, Inc. (VIRGINIA DOMESTIC) NR  
Merging into: RYDER TRUCK RENTAL, INC. (FLORIDA DOMESTIC)

EFFECTIVE DATE  
**5/15/89**

00\*02

Gentlemen: 74101

00\*02

Pursuant to the instructions of counsel named above we now enclose Articles of Merger of Uniserv, Inc. of the referenced merger transaction.

200

We also enclose our check in payment of the fees.

85/23/89 00087 001  
MERGERS  
MERGER

We hereby request that you file the enclosed upon receipt, furnishing us with telephone confirmation of filing.

00\*001

Please note that the effective date on the enclosed merger document is May 15, 1989.

00\*09

The usual evidence of filing should be sent to this office, via Federal Express-Standard Air. We are enclosing a completed Federal Express Airbill for your convenience.

We thank you for your kind assistance on this matter.

Very truly yours,

C T CORPORATION SYSTEM  
Peter F. Souza  
Service Representative  
PFS/lrt  
Enc. Agent  
V. P. Verifier

341 F/A  
9/10/89  
No change  
(1000)

C. TAX \_\_\_\_\_  
FILING 60  
R. AGENT FEE \_\_\_\_\_  
C. COPY 20.60  
TOTAL 80.130  
BALANCE DUE \_\_\_\_\_  
REUND 10

RECEIVED  
03 MAY - 1 AM 9:13Z  
DIVISION OF CORPORATIONS

Please note that the enclosed check includes payment for two (2) certified copies of the Articles of Merger.

176669

ARTICLES OF MERGER

NAMES OF MERGED CORPORATION(S) STATE OF INCORPORATION CHARTER NUMBER(S), IF APPLICABLE

The Jacobs Companies, Inc. District of Columbia N/A

Uniserv, Inc. Virginia N/A

---MERGING INTO---

NAME OF SURVIVING CORPORATION STATE OF INCORPORATION CHARTER NUMBER, IF APPLICABLE

Ryder Truck Rental, Inc. Florida 176669

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO THE FILING OF THE MERGER DOCUMENTS:

Filed Date: 5/1/89

Effective Date, if applicable: 5/15/89

Document Examiner: Brenda L. Tadlock

# C T CORPORATION SYSTEM



*Associated with The Corporation Trust Company*  
8751 W. BROWARD BOULEVARD, PLANTATION, FLORIDA 33324 • (305) 473-5503  
FAX (305) 476-0158

May 1, 1989

The Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Attn: Brenda Tadlock

RE: The Jacobs Companies, Inc. (D.C. Domestic)  
Uniserv, Inc. (Virginia Domestic)  
Merging into: RYDER TRUCK RENTAL, INC. (FLORIDA DOMESTIC)


Dear Brenda:

In connection with the referenced merger transaction which was filed in your office on May 1, 1989, we now enclose an additional check in the amount of \$20.00 in payment of the balance due. ✓

We appreciate your kind assistance on this matter and for extending us credit.

Very truly yours, ✓

C T CORPORATION SYSTEM

  
Peter F. Souza  
Service Representative

PFS/db  
Enclosure

ARTICLES OF MERGER

of

THE JACOBS COMPANIES, INC.  
(Subsidiary Corporation)

and

UNISERV, INC.  
(Subsidiary Corporation)

into

RYDER TRUCK RENTAL, INC.  
(Parent Corporation)

effective May 15, 1989

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
1989 MAY -1 PM 1:22

FILED

EFFECTIVE DATE  
5/15/89

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., is a corporation organized under the laws of the State of Florida, owning at least ninety per cent (90%) of the shares of:

(a) The Jacobs Companies, Inc., a corporation organized under the laws of the District of Columbia.

(b) Uniserv, Inc., a corporation organized under the laws of the State of Virginia.

SECOND: The attached Plan of Merger was approved by resolution of the Board of Directors of Ryder Truck Rental, Inc.

THIRD: (a) The number of outstanding shares of each class of the subsidiary corporation, The Jacobs Companies, Inc., and the number of shares of each class owned by the surviving corporation is:

<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
common	4,291	4,291

(b) The number of outstanding shares of each class of the subsidiary corporation, Uniserv, Inc., and the number of shares of each class owned by the surviving corporation is:

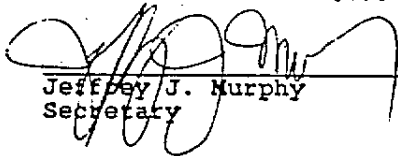
<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
common	266,561	266,561

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 May 15, 1989.

SIGNED THIS 19th day of April, 1989.

RYDER TRUCK RENTAL, INC.  
(Surviving Parent Corporation)

  
Jeffrey J. Murphy  
Secretary

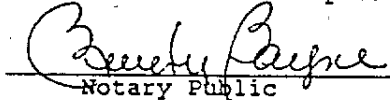
By:

  
Fred Ray Stuever  
Vice President

[CORPORATE SEAL]

STATE OF FLORIDA     )  
                          ) ss:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 19th day of April, 1989, by Fred Ray Stuever, Vice President of Ryder Truck Rental, Inc., on behalf of the corporation.

  
Notary Public

My commission expires:

[Seal]

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 29, 1990  
BONDED THRU GENERAL INS. UND.

CORP/219

PLAN OF MERGER

WHEREAS, RYDER TRUCK RENTAL, INC. is a corporation duly organized under the laws of the State of Florida (hereinafter the "Parent Corporation"); and

WHEREAS, THE JACOBS COMPANIES, INC. is a corporation duly organized under the laws of the District of Columbia and UNISERV, INC. is a corporation duly organized under the laws of the State of Virginia (hereinafter collectively the "Subsidiary Corporation"); and

WHEREAS, the Parent Corporation 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, book-keeping 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, the District of Columbia and the State of Virginia, agree as follows:

1. The Subsidiary Corporation will be merged into the Parent Corporation and, as of the close of business on 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 District of Columbia and the State of Virginia. The Parent Corporation will be the surviving corporation and shall 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, obligations 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 (no par value)
The Jacobs Companies, Inc. (Subsidiary Corporation)	4,291 shares of Common Stock (\$50.00 par value)
Uniserv, Inc. (Subsidiary Corporation)	266,561 shares of Common Stock (\$1.00 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 continue to be Ryder Truck Rental, Inc.

7. The Certificate of Incorporation of the Parent Corporation, as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the Articles of Incorporation of the Parent Corporation, the survivor.

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



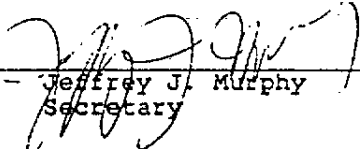
9. The Subsidiary Corporation and the Parent Corporation shall take, or cause to be taken, all action, or cause to be done, all things necessary, proper or advisable in accordance with the laws of the State of Florida, the District of Columbia and the State of Virginia, to consummate and make effective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

IN WITNESS WHEREOF, the Parent Corporation and the Subsidiary Corporation have caused these presents to be executed by the below named officers, this 19th day of April, 1989, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.  
(Parent Corporation)

By:   
Fred Ray Stuever  
Vice President

Attest:

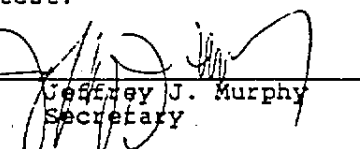
  
Jeffrey J. Murphy  
Secretary

(CORPORATE SEAL)

THE JACOBS COMPANIES, INC.  
(Subsidiary Corporation)

By:   
Fred Ray Stuever  
Vice President

Attest:

  
Jeffrey J. Murphy  
Secretary

(CORPORATE SEAL)

UNISERV, INC.  
(Subsidiary Corporation)

By: *Fred Ray Stuever*  
Fred Ray Stuever  
Vice President

Attest:

*Jeffrey J. Murphy*  
Jeffrey J. Murphy  
Secretary

(CORPORATE 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 Vice President and 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 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 19th day of April, 1989.

*Candy Payne*  
Notary Public

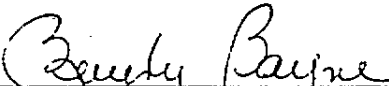
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 29, 1990  
BONDED THRU GENERAL INS. UMO.

(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 Vice President and Secretary of the above named THE JACOBS COMPANIES, INC., a District of Columbia corporation, and severally acknowledged to and before me that they executed such instrument as such Vice 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 19th day of April, 1989.

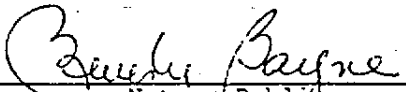
  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 29, 1990 (Seal)  
BONDED THRU GENERAL INS. INC.

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 Vice President and Secretary of the above named UNISERV, INC., a Virginia corporation, and severally acknowledged to and before me that they executed such instrument as such Vice 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 19th day of April, 1989.

  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA (Seal)  
MY COMMISSION EXP. MAY 29, 1990  
BONDED THRU GENERAL INS. INC.

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