

176669

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Ryder Truck Rental, Inc.

Certificate of Status	0
Certified Copy	0
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S TALLENT
FEB 01 2019

Manager

RECEIVED
2019 JAN 31 PH 3:11
SECRETARY OF STATE
TALLAHASSEE, FL

FILED
19 JAN 31 AM 11:04

**ARTICLES OF MERGER
FOR
FLORIDA PROFIT CORPORATIONS**

FILED
19 JAN 31 AM 11:00
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida for Profit Corporation in accordance with §607.1105 of the Florida Statutes.

FIRST: The name and jurisdiction of surviving corporation:

Name	Jurisdiction	Document Number
Ryder Truck Rental, Inc.	Florida	176669

SECOND: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Form/Entity Type
Network Vehicle Central, Inc.	Florida	L61510
Ryder Truck Rental, Inc.	Florida	176669

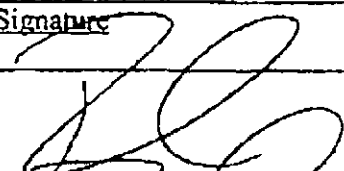

THIRD: The plan of merger is attached.

FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders and the board of directors of the surviving corporation on January 30, 2019.

SIXTH: The Plan of Merger was adopted by the shareholders and the board of directors of the merging corporation on January 30, 2019.

SEVENTH: Signatures for each party:

Name of Entity	Signature	Typed or Printed Name of Individual
Network Vehicle Central, Inc.		Name: David M. Beilin Title: Assistant Secretary
Ryder Truck Rental, Inc.		Name: David M. Beilin Title: Assistant Secretary

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of surviving corporation:

Name	Jurisdiction	Document Number
Ryder Truck Rental, Inc.	Florida	176669

SECOND: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Form/Entity Type
Network Vehicle Central, Inc.	Florida	L61510
Ryder Truck Rental, Inc.	Florida	176669

THIRD: The terms and conditions of the merger are as follows:

Network Vehicle Central, Inc., a Florida corporation ("NVCI"), shall be merged with and into Ryder Truck Rental, Inc., a Florida corporation ("RTR"), upon the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time") with RTR surviving the merger (the "Merger").

At the Effective Time, by virtue of the Merger and without any action on the part of NVCI, RTR or their respective stockholders each share of outstanding common stock of NVCI shall be, upon surrender of any certificate therefor, cancelled and exchanged for one share of common stock of RTR, which shares of common stock of RTR will then be issued and outstanding.

Following the Effective Time, the corporate existence of RTR, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the surviving entity, it shall, from and after the Effective Time, possess all of the rights, privileges, immunities, powers and purposes of NVCI, and all of the property (real, personal and intangible), causes of action and every other asset of NVCI shall vest in RTR, and RTR shall assume all of the obligations and liabilities of NVCI, all without further act or deed.

The separate existence of NVCI shall cease upon the effectiveness of the Merger.

The Articles of Incorporation and Bylaws RTR in effect immediately prior to the Effective Time shall be and thereafter remain the Articles of Incorporation and Bylaws of the Surviving Party, until amended in accordance with applicable law.

The directors and the officers of RTR in office immediately prior to the Effective Time shall be the directors and the officers of the Surviving Party; each such director and officer shall hold office until his or her resignation or removal, in accordance with the Articles of Incorporation and Bylaws of the Surviving Party and applicable law.

At the Effective Time, the Merger shall have the effects set forth in the Florida Statutes.

AGREEMENT AND PLAN OF MERGER

merging

NETWORK VEHICLE CENTRAL, INC.
(a Florida corporation)

with and into

RYDER TRUCK RENTAL, INC.
(a Florida corporation)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into as of January 30, 2019 between Network Vehicle Central, Inc., a Florida corporation, and Ryder Truck Rental, Inc., a Florida corporation.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Network Vehicle Central, Inc., a Florida corporation ("NVCI"), shall be merged with and into Ryder Truck Rental, Inc., a Florida corporation ("RTR"), upon the filing of Articles of Merger with the Secretary of State of the State of Florida (the "Effective Time") with RTR surviving the merger (the "Merger").
2. At the Effective Time, by virtue of the Merger and without any action on the part of NVCI, RTR or their respective stockholders each share of outstanding common stock of NVCI shall be, upon surrender of any certificate therefor, cancelled and exchanged for one share of common stock of RTR, which shares of common stock of RTR will then be issued and outstanding.
3. Following the Effective Time, the corporate existence of RTR, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the surviving entity, it shall, from and after the Effective Time, possess all of the rights, privileges, immunities, powers and purposes of NVCI, and all of the property (real, personal and intangible), causes of action and every other asset of NVCI shall vest in RTR, and RTR shall assume all of the obligations and liabilities of NVCI, all without further act or deed.
4. The separate existence of NVCI shall cease upon the effectiveness of the Merger.
5. The Articles of Incorporation and Bylaws RTR in effect immediately prior to the Effective Time shall be and thereafter remain the Articles of Incorporation and Bylaws of the Surviving Party, until amended in accordance with applicable law.
6. The directors and the officers of RTR in office immediately prior to the Effective Time shall be the directors and the officers of the Surviving Party; each such director and

officer shall hold office until his or her resignation or removal, in accordance with the Articles of Incorporation and Bylaws of the Surviving Party and applicable law.

7. At the Effective Time, the Merger shall have the effects set forth in the Florida Statutes.
8. This Agreement is on file at the place of business of RTR at c/o Ryder System, Inc., 11690 NW 105 Street, Miami, Florida 33178-1103.
9. A copy of this Agreement will be furnished by RTR, on request and without cost, to any stockholder of NVCI prior to the Merger.
10. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument, and all signatures need not appear on any one counterpart.

Signature page follows

Network Vehicle Central, Inc.

By: 

Name: David M. Beilin

Title: Assistant Secretary

Ryder Truck Rental, Inc.

By: 

Name: David M. Beilin

Title: Assistant Secretary