

819124

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 22 PM 4: 56

FILED

OFFICE USE ONLY

EFFECTIVE DATE
12/31/99

400003078764--8
-12/23/99-01004--014
*****78.75 *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Malloy Enterprises of Bay County Inc. K56449
(Corporation Name) (Document #)
2. Hertz Equipment Rental Corporation 819124
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time 12/23 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

RECEIVED
99 DEC 22 PM 4: 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*00789, 02400
00622

Examiner's Initials

ARTICLES OF MERGER
Merger Sheet

MERGING:

MALLORY ENTERPRISES OF BAY COUNTY, INC., a Florida corporation
K56449

INTO

HERTZ EQUIPMENT RENTAL CORPORATION, a Delaware entity, 819124

File date: December 22, 1999, effective December 31, 1999

Corporate Specialist: Annette Ramsey



Resubmit

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 23, 1999

back later

Capitol Services
1406 Hays Street
Suite 2
Tallahassee, FL 32301

SUBJECT: HERTZ EQUIPMENT RENTAL CORPORATION
Ref. Number: 819124

We have received your document for HERTZ EQUIPMENT RENTAL CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 899A0006012

AJ, Note 12/31 Effective Later

RECEIVED
99 DEC 28 AM 11:02
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

12/31/99

99 DEC 22 PM 4: 56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER
OF

MALLORY ENTERPRISES OF BAY COUNTY, INC.
(a Florida corporation)

INTO

HERTZ EQUIPMENT RENTAL CORPORATION
(a Delaware corporation)

Sections 607.1104 and 607.1107 of the Florida Business Corporation Act
Section 253 of the Delaware General Corporation Law

Hertz Equipment Rental Corporation ("HERC") hereby certifies that:

(1) The name and state of incorporation of each of the constituent corporations are:

- (a) Mallory Enterprises of Bay County, Inc., a Florida corporation ("Mallory"); and
- (b) Hertz Equipment Rental Corporation, a Delaware corporation.

(2) A Plan of Merger, a complete copy of which is attached hereto as Exhibit A, by which Mallory shall merge with and into HERC (the "Plan of Merger"), was duly adopted by the unanimous written consent of the Boards of Directors of each of HERC and Mallory on December 15, 1999 and December 15, 1999, respectively. HERC, the sole shareholder of Mallory, waived in writing its right to receive a copy of the Plan of Merger.

(3) The name of the surviving corporation is Hertz Equipment Rental Corporation, a Delaware corporation.

(4) The Certificate of Incorporation and Bylaws of HERC shall be the Certificate of Incorporation and Bylaws, respectively, of the surviving corporation.

(5) All of the outstanding shares of capital stock of Mallory are, and will be through the time of issuance of a Certificate of Merger by the Secretary of State of the State of Florida, owned by HERC. Accordingly, pursuant to Section 253 of the General Corporation Law of the State of Delaware and Sections 607.1103(7) and 607.1104 of the Florida Business Corporation Act, votes of the shareholders of HERC and of Mallory are not required.

(6) Upon effectiveness of the merger, all of the authorized capital stock of Mallory shall be surrendered and canceled.

(7) The merger of Mallory into HERC shall be effective as of December 31, 1999.

IN WITNESS WHEREOF, the undersigned have caused this Certificate to be executed by their respective authorized officers on this 15 day of December, 1999.

HERTZ EQUIPMENT RENTAL CORPORATION

By: Gerald A. Plescia
Name: Gerald A. Plescia
Title: President

MALLORY ENTERPRISES OF BAY COUNTY,
INC.

By: Gerald A. Plescia
Name: Gerald A. Plescia
Title: President

**PLAN OF MERGER
OF
MALLORY ENTERPRISES OF BAY COUNTY, INC.
AND
HERTZ EQUIPMENT RENTAL CORPORATION**

This Plan of Merger (this "Plan") is made and entered into as of December 15, 1999, by and between Hertz Equipment Rental Corporation, a Delaware corporation ("HERC") and Mallory Enterprises of Bay County, Inc., a Florida corporation (the "Subsidiary"), in accordance with Sections 607.1104 and 607.1107 of the Florida Business Corporation Act.

WHEREAS, HERC is a corporation organized under and governed by the laws of the State of Delaware, and its address is 225 Brae Boulevard, Park Ridge, New Jersey 07656;

WHEREAS, the Subsidiary is a corporation organized under and governed by the laws of the State of Florida;

WHEREAS, HERC is the sole owner of all of the outstanding capital stock of the Subsidiary;

WHEREAS, HERC and the Subsidiary have determined that it is advisable and in the best interests of such corporations and their stockholders that the Subsidiary merge with and into HERC upon the terms and conditions provided herein (the "Merger") and, pursuant to Section 253 of Delaware General Corporation Law and Section 607.1104 of the Florida Business Corporation Act, the Board of Directors of HERC has approved and adopted this Plan. Pursuant to Section 607.1104(1)(a) of the Florida Business Corporation Act, a vote of HERC, the sole shareholder of the Subsidiary, is not required; and

WHEREAS, it is intended that for federal income tax purposes the merger of the Subsidiary with and into HERC shall constitute a liquidation as described in Section 332 of the Internal Revenue Code of 1986;

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual agreements herein contained and of the mutual benefits provided hereby, the parties hereto hereby agree as follows:

1. Merger. The effective date of the Merger shall be December 31, 1999 (the "Effective Date"). On the Effective Date, the Subsidiary shall be merged with and into HERC and the separate existence of the Subsidiary shall thereupon cease. HERC shall continue its corporate existence in the State of Delaware as the surviving corporation (the "Surviving Corporation") after the Effective Date of the Merger.

2. Certificate of Incorporation. The Certificate of Incorporation of HERC, as in effect immediately prior to the Effective Date, shall continue to be the Certificate of Incorporation of the Surviving Corporation without change or amendment until duly amended in accordance with the provisions thereof and applicable law.

3. Cancellation of Shares. Upon the Effective Date, by virtue of the Merger and without any action on the part of any holder thereof, each share and each certificate representing shares of the capital stock of the Subsidiary outstanding immediately prior thereto shall automatically be canceled.

4. Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of the Subsidiary, or otherwise to carry out the provisions of this Plan, the directors and officers of the Surviving Corporation are hereby authorized and empowered on behalf of the Subsidiary and in its name to take such action and execute, deliver and file such instruments and documents.

5. Rights and Duties of HERC. On the Effective Date, HERC shall thereupon and thereafter possess all rights, privileges, immunities, licenses, and permits (whether of a public or private nature) of the Subsidiary; and all property (real, personal and mixed), all debts due on whatever account, all choses in action, and all and every other interest of or belonging to or due to the Subsidiary shall continue and be taken and deemed to be transferred to and vested in HERC, without further act or deed; and HERC shall thenceforth be responsible and liable for all liabilities and obligations of the Subsidiary.

6. Termination. At any time prior to the Effective Date, this Plan may be terminated and the Merger abandoned at the election of the Board of Directors of HERC.

7. Waiver of Mailing Requirement. HERC, the sole shareholder of all of the outstanding stock of the Subsidiary, has waived the requirement of Section 607.1104 of the Florida Business Corporation Act that a copy of this Plan be mailed to HERC. The waiver is attached hereto as Exhibit 1.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written.

HERTZ EQUIPMENT RENTAL
CORPORATION, a Delaware corporation

By: Gerald A. Plescia
Name: Gerald A. Plescia
Title: President

MALLORY ENTERPRISES OF BAY
COUNTY, INC., a Florida corporation

By: Gerald A. Plescia
Name: Gerald A. Plescia
Title: President

EXHIBIT 1

**WAIVER
OF
MAILING REQUIREMENT
OF
SOLE SHAREHOLDER
OF
MALLORY ENTERPRISES OF BAY COUNTY, INC.**

In accordance with Section 607.1104 of the Florida Business Corporation Act, the undersigned, being the sole shareholder of Mallory Enterprises of Bay County, Inc., a Florida corporation, does hereby waive the right to receive a mailed copy or summary of the Plan of Merger entered into by said company and Hertz Equipment Rental Corporation on December 15, 1999.

Such waiver shall allow the filing of the articles of merger in the State of Florida without the 30-day waiting period.

Dated: December 15, 1999

HERTZ EQUIPMENT RENTAL
CORPORATION, a Delaware corporation

By: Gerald A. Plescia

Name: Gerald A. Plescia

Title: President