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Articles of merger
filed on 10-7-82

14 pgs.

MERGER - A FOREIGN CORPORATION NOT QUALIFIED
IN FLORIDA, INTO A FLORIDA CORPORATION

PEEL BROS., INC., a Michigan Corporation not qualified in Florida

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

RYDER TRUCK RENTAL, INC.

Charter Number: 176669

Filing Date: October 7, 1982

176669 10/7 *lu*

RYDER SYSTEM INC.

3600 NW 82 Ave PO Box 520816
Miami Florida 33152



Yasmine B. Zyne
Staff Counsel
(305) 593-3259

October 6, 1982

COURIER

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

005 3479 10/12/82	30.00	14
005 3479 10/12/82	15.00	6
005 3479 10/12/82	45.00	TL

Re: Articles of Merger

Dear Sir:

Enclosed is one original and one copy of the Articles of Merger and Plan of Merger, pursuant to the laws of Florida, merging Peel Bros., Inc. into Ryder Truck Rental, Inc. I would be appreciative if you would file the original, certify the copy and return the copy to me.

I have also enclosed the required filing and certification fees of forty-five dollars (\$45.00).

Thank you for your assistance in this matter. If you have any questions, please call me.

Sincerely,

Yasmine B. Zyne
Yasmine B. Zyne

YBZ:wp
2688c/1A

cc: H. Smalheiser
G. Stoeckert

CHARTER TAX STAMP

10-7-82

Name	Enclosures
Availability	
Document	
Examiner	
File	HA 107
Date	10/10/82
Signature	DB
By	10/7

C. TAX _____
FILING 30
R. AGENT FEE _____
C. COPY 15
TOTAL 45
N. BANK _____
EN. WISE DUE _____
REFUND _____

(214)

RECEIVED
OCT -7 AM 11:45
TALLAHASSEE, FLORIDA

FILED
OCT 7 10 57 AM '82
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PLAN OF MERGER

FILED

727 OCT -7 AM 11:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WHEREAS Ryder Truck Rental, Inc. is a corporation duly organized under the laws of the State of Florida (the "Surviving Corporation"); and

WHEREAS Peel Bros., Inc. is a corporation duly organized under the laws of the State of Michigan (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 Michigan, 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 Michigan. 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)
PEEL BROS., INC.	35,370 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 Michigan, to consummate and make effective the merger.

10. This Plan will be effective (for accounting purposes) as of the 10th day of August, 1982.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this 1st day of October, 1982, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By:

[Signature]
Senior Vice President

Attest:

[Signature]
Assistant Secretary

Verified:

By:

[Signature]
Vice President

PEEL BROS., INC.

By:

[Signature]
President

Attest:

[Signature]
Secretary

Verified:

By:

[Signature]
Vice President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared RICHARD D. SCHNEIDER and FRED RAY STUEVER, to me known and known to me to be the individuals described in and who executed the foregoing instrument as Senior Vice 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 Senior 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 1st day of October, 1982.

Susan S. McLaughlin
Notary Public

My Commission Expires:

February 5, 1983

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared HARMON F. HOFFMANN and TERENCE L. RUSSELL, to me known and known to me to be the individuals described in and who executed the foregoing instrument as President and Secretary of the above named PEEL BROS., INC., a Michigan corporation, and severally acknowledged to and before me that they executed such instrument as such 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 1st day of October, 1982.

Susan S. McLaughlin
Notary Public

My Commission Expires:

February 5, 1983

ybz/2325c/2E

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) 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:  yz.

Fred Ray Stuever
Assistant Secretary

Date: October 1, 1982

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

FILED

7 JUL 45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS, PURSUANT TO SECTION
607.234 OF THE FLORIDA GENERAL CORPORATIONS ACT, 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
PEEL BROS., INC. (Merging Corporation)	Michigan

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 Michigan. 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)
COLUMBIA TRUCK RENTALS, INC.	35,370 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, 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 Michigan to consummate and make effective the merger.

10. This Plan shall be effective (for accounting purposes) as of the 10th day of August, 1982.

FIFTH: The Plan of Merger was adopted by the Shareholder of Peel Bros., Inc., the Merging Corporation, on the 10th day of August, 1982, and was adopted by the Board of Directors of Ryder Truck Rental, Inc., the Surviving Corporation, on the 25th day of June, 1982 without approval of the Shareholders of the Surviving Corporation in accordance with the provisions of Section 607.221(5) of the Florida General Corporation Act.

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

SEVENTH: The effective date (for accounting purposes) of the Certificate of Merger shall be the 10th day of August, 1982.

SIGNED this 1st day of October, 1982.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

PEEL BROS., INC.
(The Merging Corporation)

By: [Signature]
Senior Vice President

By: [Signature]
President

Attest:
[Signature]
Assistant Secretary

Attest:
[Signature]
Secretary

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of October, 1982, by RICHARD D. SCHNEIDER, Senior Vice President of RYDER TRUCK RENTAL, INC., on behalf of the corporation.

My commission expires February 5, 1983.

[Signature]
(Notary Public)

(SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day of October, 1982, by HARMON F. HOFFMANN, President of PEEL BROS., INC., on behalf of the corporation.

My commission expires February 5, 1983.

[Signature]
(Notary Public)

(SEAL)

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