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RECEIVED
03 DEC 24 PM 12:53
DIVISION OF CORPORATION

EFFECTIVE DATE
12-31-03

FILED
03 DEC 24 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FL 32310

C. Coulliette DEC 24 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 373010 4728453

AUTHORIZATION : *Patricia Pignatelli*

COST LIMIT : \$ 78.75

ORDER DATE : December 23, 2003

ORDER TIME : 10:58 AM

ORDER NO. : 373010-015

CUSTOMER NO: 4728453

CUSTOMER: Ms. Delores Clark
Ryder System, Inc.
3600 Northwest 82nd Avenue

Miami, FL 33166

ARTICLES OF MERGER

RYDER DRIVING LEASING, INC.

INTO

RYDER INTEGRATED LOGISTICS,
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
RYDER DRIVING LEASING, INC.
(a Florida Corporation)
INTO
RYDER INTEGRATED LOGISTICS, INC.
(a Delaware Corporation)

FILED
03 DEC 24 PM 2:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, these Articles of Merger are executed and submitted for the purpose of merging Ryder Driving Leasing, Inc., a Florida corporation ("RDL"), into Ryder Integrated Logistics, Inc., a Delaware Corporation ("RIL").

1. The Agreement and Plan of Merger approved by the Board of Directors of each of RDL and RIL is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").

2. The shareholders of RDL entitled to vote on the Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 22, 2003, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of RDL with and into RIL is permitted by the laws of the jurisdiction of organization of RIL and has been authorized in compliance with said laws. Under the laws of the jurisdiction of organization of RIL, the approval of the Plan of Merger by the shareholders of RIL was not required.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of December 22, 2003.

EFFECTIVE DATE
12-31-03

RYDER INTEGRATED LOGISTICS, INC.
(a Delaware corporation)

By: _____

Jeffrey A. Weissman
Assistant Secretary

RYDER DRIVING LEASING, INC.
(a Florida corporation)

By: _____

V. Aubrey Mince Jr.
Assistant Secretary

EXHIBIT A

**STATE OF DELAWARE
AGREEMENT AND PLAN OF MERGER
BETWEEN
Ryder Integrated Logistics, Inc.
(A Delaware Domestic Corporation)
AND
Ryder Driver Leasing, Inc.
(A Florida Corporation)**

This Agreement and Plan of Merger made and entered into on the 22 day of December, 2003, by and between Ryder Integrated Logistics, Inc., a Delaware corporation ("RIL") and a wholly-owned subsidiary of Ryder Truck Rental, Inc., a Florida corporation ("RTR") and Ryder Driver Leasing, Inc., a Florida corporation ("RDL") and a wholly-owned subsidiary of RTR.

WITNESSETH:

WHEREAS, RIL is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on November 28, 1973; and

WHEREAS, RDL is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the aggregate number of shares which RIL has authority to issue is 100; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that RDL be merged into RIL on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the States of Delaware and Florida respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, RIL and RDL, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

RDL shall be merged with and into RIL in accordance with applicable provisions of the laws of the State of Florida and of the State of Delaware, and RIL shall be the surviving corporation.

ARTICLE II

The merger shall become effective at 11:59 p.m. on December 31, 2003 (such time being sometimes herein referred to as the "EFFECTIVE TIME OF THE MERGER").

At the Effective Time of the Merger the two constituent corporations shall be a single corporation, which shall be Ryder Integrated Logistics, Inc. and the separate existence of Ryder Driver Leasing, Inc. shall cease.

ARTICLE III

The Certificate of Incorporation and By-Laws of RIL shall not be amended in any respect by reason of this Agreement and Plan of Merger.

ARTICLE IV

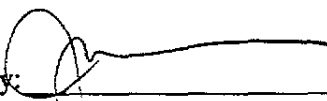
The manner of converting the outstanding shares of RIL and RDL shall be as follows:

1. At the Effective Time of the Merger, each share of common stock of RDL issued and outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, be cancelled and no payment will be made with respect thereto.

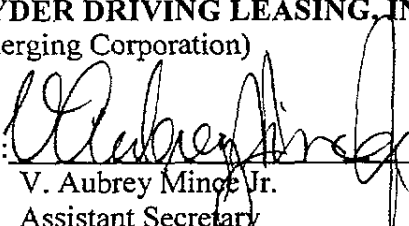
2. At the Effective Time of the Merger, each share of common stock of RIL issued and outstanding shall, by virtue of the merger and without any action on the part of the holder thereof, remain outstanding after the merger and shall be unaffected by the merger.

IN WITNESS WHEREOF, RIL and RDL, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement and Plan of Merger to be executed by an authorized officer.

RYDER INTEGRATED LOGISTICS, INC.
(Surviving Corporation)

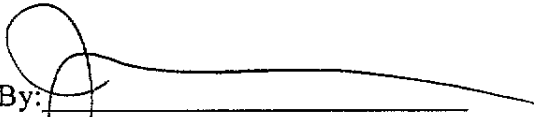
By: 
Jeffrey A. Weissman
Assistant Secretary

RYDER DRIVING LEASING, INC.
(Merging Corporation)

By: 
V. Aubrey Mince Jr.
Assistant Secretary

I, Jeffrey A. Weissman, Assistant Secretary of Ryder Integrated Logistics, Inc. ("RIL") a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Assistant Secretary of the said corporation, that pursuant to Section 251(f) of the Delaware General Corporation Law, because (1) the Agreement and Plan of Merger to which this certificate is attached does not amend in any respect the Certificate of Incorporation of RIL, the surviving Delaware corporation, (2) each share of stock of the RIL, the surviving Delaware corporation, outstanding immediately prior to the effective time of the merger is to be an identical outstanding share of RIL after the effective time of the merger, and (3) no shares of common stock or shares, securities or obligations convertible into common stock of RIL will be issued or delivered under the Agreement and Plan of Merger, the S hareholders of RIL need not vote to approve the merger contemplated by the Agreement and Plan or Merger or the merger contemplated thereby.

WITNESS my hand on behalf of Ryder Integrated Logistics, Inc. on this 22 day of December, 2003.

By: 
Jeffrey A. Weissman
Assistant Secretary

I, V. Aubrey Mince Jr., Assistant Secretary of Ryder Driver Leasing, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Assistant Secretary of the said corporation, that the Agreement and Plan of Merger to which this certificate is attached, was duly submitted to the shareholders of said corporation and that the holder of all of the outstanding shares of said corporation approved and adopted the Agreement and Plan of Merger and the merger contemplated thereby.

WITNESS my hand on behalf of Ryder Driver Leasing, Inc. on this 22 day of December, 2003.

By: 

V. Aubrey Mince Jr.
Assistant Secretary