

Division of Corporations

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844660

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MERGER OR SHARE EXCHANGE

RYDER INTEGRATED LOGISTICS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Merger

DC

12/19/02

ARTICLES OF MERGER
Merger Sheet

MERGING:

MANUFACTURING HOLDING CORP., a Florida corporation, P970000084191

INTO

RYDER INTEGRATED LOGISTICS, INC., a Delaware entity, 844660

File date: December 18, 2002

Corporate Specialist: Darlene Connell

ARTICLES OF MERGER
OF
MANUFACTURING HOLDING CORP.
(a Florida Corporation)
INTO
RYDER INTEGRATED LOGISTICS, INC.
(a Delaware Corporation)

FILED
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*To the Department of State
State of 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 Manufacturing Holding Corp., a Florida corporation ("MHC"), into Ryder Integrated Logistics, Inc., a Delaware corporation ("RIL").

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

2. The shareholders of MHC entitled to vote on the Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 18, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

3. The merger of MHC 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 stockholders of RIL was not required.

IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of December 18, 2002.

RYDER INTEGRATED LOGISTICS, INC.
(a Delaware corporation)

By: _____

David M. Beilin
Assistant Secretary

MANUFACTURING HOLDING CORP.
(a Florida corporation)

By: _____

Diana H. Hull
Secretary

AGREEMENT AND PLAN OF MERGER**BETWEEN****RYDER INTEGRATED LOGISTICS, INC.**
(a Delaware Corporation)**AND****MANUFACTURING HOLDING CORP.**
(a Florida Corporation)

This Agreement and Plan of Merger made and entered into on the 18th day of December, 2002, by and between Ryder Integrated Logistics, Inc., a Delaware corporation ("RIL"), and Manufacturing Holding Corp, a Florida corporation ("MHC").

WITNESSETH:

WHEREAS, RIL is a corporation organized and existing under the laws of the State of Delaware; and

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

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

WHEREAS, the shareholders of RIL and MHC each have approved of the transactions contemplated by this Agreement and Plan of Merger in accordance with all applicable laws of the States of Delaware and Florida;

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

ARTICLE I

RIL and MHC shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Delaware and of the State of Florida, by MHC merging into RIL, which shall be the surviving Corporation (the "Merger").

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Delaware and of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Time"), RIL and MHC shall be a single corporation, which shall be RIL as

the Surviving Corporation, and the separate existence of MHC shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

ARTICLE III

The Certificate of Incorporation 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 MHC shall be as follows:

1. At the Effective Time, each share of common stock of MHC 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 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 MHC have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party thereto.

RYDER INTEGRATED LOGISTICS, INC.
(a Delaware corporation)

By: 

David M. Beilin
Assistant Secretary

MANUFACTURING HOLDING CORP.
(a Florida corporation)

By: 

Diana H. Hull
Secretary