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Articles of Merger
filed 12-31-59

41 pgs.

A-76669 - h

RYDER TRUCK RENTAL, INC.

Merger agreement among DIXIE
DRIVE IT YOURSELF SYSTEM, BIRM-
INGHAM COMPANY, INC., DIXIE
DRIVE IT YOURSELF SYSTEM, JACK-
SON COMPANY, INC., DIXIE DRIVE
IT YOURSELF SYSTEM, LOUISVILLE
COMPANY, INC., DIXIE DRIVE IT
YOURSELF SYSTEM, NEW ORLEANS COM-
PANY, INC., RYDER TRUCK RENTAL
(DIXIE), INC., RYDER TRUCK RENTAL
~~INC. OF ARKANSAS, RYDER TRUCK~~
~~RENTAL INC. OF CALIFORNIA, RYDER~~
~~TRUCK RENTAL OF ST. LOUIS, INC.~~
~~RYDER TRUCK RENTAL OF KANSAS CITY,~~
~~INC., all Delaware corp.; BAKER~~
~~AUTO RENTAL, INC. & RYDER TRUCK~~
~~RENTAL, INC., both Colorado corps:~~
RYDER TRUCK RENTAL, INC., and
BASCAL SYSTEM, INC., both Ill.
corps., RYDER TRUCK RENTAL, INC.,
an Arizona corp: RYDER TRUCK
RENTAL, INC., a N.Y. corp., RYDER
TRUCK RENTAL, INC. OF TEXAS, A
FILED IN OFFICE OF SECRETARY
OF STATE, STATE OF FLORIDA.
by...MRC...ca...12/31/59....
Tex. corp: NATIONAL CAR RENTALS,
MIAMI, INC. & ADAMS a Del. corp.
SECRETARY OF STATE
auth. to do bus. in Fla., RYDER
TRUCK SALES, INC., a Fla. corp.
and RYDER TRUCK RENTAL, INC., the
continuing corp. under the Laws
of the State of Fla.

corp-1

C T CORPORATION SYSTEM

CT

ALBANY	ATLANTA	BALTIMORE
BOSTON	BUFFALO	CHICAGO
CINCINNATI	CLEVELAND	DALLAS
DENVER	Detroit	DETROIT
HOUSTON	JERSEY CITY	LOS ANGELES
MINNEAPOLIS	NEW YORK	PHILADELPHIA
PITTSBURGH	SAN FRANCISCO	SEATTLE
ST. LOUIS	WASHINGTON	WILMINGTON, DEL.

RE: RYDER TRUCK RENTAL, INC.

ATLANTA 3,
HEALEY BUILDING
JACKSON 3-0846

December 28, 1959

Secretary of State
Attn: Miss Tonge
Corporation Department
Tallahassee, Florida

Dear Miss Tonge:

Pursuant to the instructions of Arnold B. Braun of the Legal Department, Ryder System, Inc., we attach executed Joint Plan and Agreement of Merger whereby a number of corporations of various states have merged into the above Florida company. You will note that there is one additional Florida company, Ryder Truck Sales, Inc. Of the other companies, the only other one qualified in Florida is National Car Rental, Miami, Inc. which should be marked off your records.

Will you please file this merger agreement as of the close of business on December 31, 1959, and we will appreciate your telephoning us collect on that date to inform us of the filing.

We are enclosing our check in the amount of \$175.00 to cover your fee for filing of \$10.00, plus \$165.00 for fifty-five (55) certified copies of the merger agreement (we are sending the copies by air express today).

If for any reason the enclosed is not in order, will you please telephone the writer.

Your cooperation in this matter is appreciated.

Wishing you a very Happy New Year, we are,

Very truly yours,

C T CORPORATION SYSTEM

W. Charles Le Channa
Assistant Vice President

C TAX	10.00
FILING	
1. FEE	165.00
2. JURY	175.00
3. A.	175.00
4. JAN	175.00
ALAN: JUE	
REFUND	

Call Mr. Le Channa
Dec 31st

WCL/ma
Encl.

JOINT PLAN AND AGREEMENT OF MERGER

dated this 14th day of December, 1959, made by and between

RYDER TRUCK RENTAL, INC., a Florida corporation, hereinafter sometimes referred to as "surviving corporation".

and

BAKER AUTO RENTAL, INC., a Colorado corporation,
X DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC.,
a Delaware corporation,
X DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC.,
a Delaware corporation,
X DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC.,
a Delaware corporation,
X DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC.,
a Delaware corporation,
RYDER TRUCK RENTAL, INC., a Colorado corporation,
RYDER TRUCK RENTAL, INC., an Illinois corporation,
RYDER TRUCK RENTAL, INC., a Arizona corporation,
RYDER TRUCK RENTAL, INC., a New York corporation,
X RYDER TRUCK RENTAL (DIXIE), INC., a Delaware corporation,
X RYDER TRUCK RENTAL INC. OF ARKANSAS, a Delaware corporation,
X RYDER TRUCK RENTAL INC. OF CALIFORNIA, a Delaware corporation,
X RYDER TRUCK RENTAL OF KANSAS CITY, INC., a Delaware corporation,
X RYDER TRUCK RENTAL OF ST. LOUIS, INC., a Delaware corporation,
RYDER TRUCK RENTAL INC. OF TEXAS, a Texas corporation,
X NATIONAL CAR RENTALS, MIAMI, INC., a Delaware corporation,
PASCAL SYSTEM, INC., an Illinois corporation,
RYDER TRUCK SALES, INC., a Florida corporation, hereinafter collectively referred to as "constituent corporations";

WITNESSETH THAT:

WHEREAS, the board of directors of each of said corporations parties hereto, in consideration of the mutual agreements of each corporation as set forth herein, deems it advisable and generally to the welfare of said corporations and of the stockholders of them all that RYDER TRUCK RENTAL, INC., the surviving corporation, merge into itself the constituent corporations, and that the constituent corporations merge into RYDER TRUCK RENTAL, INC., the surviving corporation, under and pursuant to the terms and conditions hereinafter set forth;

WHEREAS, the board of directors of each of said corporations parties hereto deems that greater efficiency and economy in the management of the business will be accomplished by merging the seventeen constituent corporations doing business in a large number of states with RYDER TRUCK RENTAL, INC. which will be qualified and will carry on the same business under the Ryder name in each of those states;

WHEREAS, the board of directors of the surviving corporation and the board of directors of each of the constituent corporations deem it advisable that said merger shall be effective at the close of business December 31, 1959.

RECEIVED
DEC 31 5:10 PM '59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED AND FILED
D. J. [Signature]

WHEREAS, Chapter 608.21, Florida Statutes, 1955, permits the merger of one or more corporations organized and existing under the laws of other states into a corporation organized and existing under Chapter 608, Florida Statutes, 1955, and the statutes of the respective states of domestication of the constituent corporation permit the merger of a corporation organized and existing under such statutes to be merged into a corporation of another state, such statutes of such states specifically being:

Arizona - Section 10-348, Arizona Revised Statutes,
Colorado - Section 73, The Colorado Corporation Act.
Delaware - Section 252, The General Corporation Law,
Illinois - Section 69a, The Business Corporation Act,
New York - Section 91, The Stock Corporation Law,
Texas - Article 5.07, Texas Business Corporation Act:

WHEREAS, RYDER TRUCK RENTAL, INC., the surviving corporation was incorporated and is existing under the laws of the State of Florida and has a maximum amount of capital stock, which it is authorized to have outstanding of One Hundred (100) shares of common stock all without nominal or par value and all of which shares are now issued and outstanding; and

WHEREAS, BAKER AUTO RENTAL, INC. was incorporated and is existing under the laws of the State of Colorado, and has a maximum amount of capital stock, which it is authorized to have outstanding, of Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each, aggregating Fifty Thousand Dollars (\$50,000.00) of which capital stock Fifty Thousand (50,000) shares are now issued and outstanding; and

WHEREAS, DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC. was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock which it is authorized to have outstanding, of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC. was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock, which it is authorized to have outstanding, of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC. was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock, which it is authorized to have outstanding, of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC. was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock, which it is authorized to have outstanding of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued

and outstanding; and

WHEREAS, RYDER TRUCK RENTAL, INC. was incorporated and is existing under the laws of the State of Colorado, and has a maximum amount of capital stock, which it is authorized to have outstanding, of One Million (1,000,000) shares of the par value of One Dollar (\$1.00) each, aggregating One Million Dollars (\$1,000,000.00) of which capital stock One Hundred Sixty-Three Thousand Two Hundred Forty (163,240) shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL, INC. was incorporated and is existing under the laws of the State of Illinois and has a maximum amount of capital stock, which it is authorized to have outstanding, of Fifty Thousand (50,000) shares of the par value of One Dollar (\$1.00) each, aggregating Fifty Thousand Dollars (\$50,000.00) of which capital stock Two Thousand (2,000) shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL, INC. was incorporated and is existing under the laws of the State of Arizona, and has a maximum amount of capital stock, which it is authorized to have outstanding, of Two Thousand Five Hundred (2,500) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) each and Five Thousand shares of common stock at the par value of One Hundred Dollars (\$100.00) each, aggregating Seven Hundred Fifty Thousand Dollars (\$750,000.00), of which capital stock One Hundred (100) shares of preferred stock and One Thousand One Hundred Eighty-One (1,181) shares of common stock are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL, INC. was incorporated and is existing under the laws of the State of New York, and has a maximum amount of capital stock, which it is authorized to have outstanding, of Two Hundred (200) shares of common stock all without nominal or par value and all of which shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL (DLXIE), INC. was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock, which it is authorized to have outstanding, of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL INC. OF ARKANSAS was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock, which it is authorized to have outstanding, of One hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL INC. OF CALIFORNIA was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock, which it is authorized to have outstanding, of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL OF KANSAS CITY, INC. was incorporated and is existing under the laws of the State of Delaware,

and has a maximum amount of capital stock, which it is authorized to have outstanding of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL OF ST. LOUIS, INC. was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock, which it is authorized to have outstanding of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK RENTAL INC. OF TEXAS was incorporated and is existing under the laws of the State of Texas, and has a maximum amount of capital stock, which it is authorized to have outstanding, of Five Hundred (500) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) each and Two Thousand and Two Hundred (2,200) shares of common stock at the par value of Ten Dollars (\$10.00) each, aggregating Seventy-Two Thousand Dollars (\$72,000), of which capital stock Four Hundred Ninety-Seven (497) shares of preferred stock and Two Thousand Two Hundred (2,200) shares of common stock are now issued and outstanding; and

WHEREAS, NATIONAL CAR RENTALS, MIAMI, INC. was incorporated and is existing under the laws of the State of Delaware, and has a maximum amount of capital stock, which it is authorized to have outstanding of One Hundred (100) shares of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00) of which capital stock Ten (10) shares are now issued and outstanding; and

WHEREAS, PASCAL SYSTEM, INC. was incorporated and is existing under the laws of the State of Illinois, and has a maximum amount of capital stock, which it is authorized to have outstanding, of Two Hundred (200) shares of common stock all without nominal or par value and all of which shares are now issued and outstanding; and

WHEREAS, RYDER TRUCK SALES, INC. was incorporated and is existing under the laws of the State of Florida, and has a maximum amount of capital stock, which it is authorized to have outstanding, of One Hundred (100) shares of common stock all without nominal or par value and all of which shares are now issued and outstanding;

NOW, THEREFORE, the corporations parties to this joint plan and agreement, by, between and among their respective boards of directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that RYDER TRUCK RENTAL, INC. and BAKER AUTO RENTAL, INC., DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC., DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC., DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC., DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC., RYDER TRUCK RENTAL, INC. (a Colorado corporation), RYDER TRUCK RENTAL, INC. (an Illinois corporation), RYDER TRUCK RENTAL, INC. (an Arizona corporation), RYDER TRUCK RENTAL, INC. (a New York corporation), RYDER TRUCK RENTAL (DIXIE), INC., RYDER TRUCK RENTAL, INC. OF ARKANSAS, RYDER TRUCK RENTAL, INC. OF CALIFORNIA, RYDER TRUCK RENTAL OF KANSAS CITY, INC., RYDER TRUCK RENTAL OF ST. LOUIS

INC., RYDER TRUCK RENTAL INC. OF TEXAS, NATIONAL CAR RENTALS, MIAMI, INC., PASCAL SYSTEM, INC., and RYDER TRUCK SALES, INC. shall be and the same are hereby merged into a single corporation which shall be RYDER TRUCK RENTAL, INC. which is a corporation organized and existing under the laws of the State of Florida, pursuant to Chapter 608, Florida Statutes, 1955, and pursuant to the appropriate laws of the states under which each of the constituent corporations is formed, which laws are hereinbefore cited, and do hereby agree upon and prescribe the terms and conditions of said merger, the mode of carrying same into effect, and the manner of converting the shares of each constituent corporation, as follows:

FIRST: The name of the corporation which is to survive the merger, herein authorized, shall be RYDER TRUCK RENTAL, INC.

SECOND: The general nature of the business and the objects and purposes proposed to be transacted and carried on, are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in connection therewith to have all powers given and granted unto corporations under Chapter 608.13 of the Compiled General Laws of Florida, 1959, and to any other rights and powers vested in corporations for profit under Chapter 28170 of the Laws of Florida, 1959, or as may be granted under any amendments thereto at any time hereafter. Without excluding any of the general powers or right to conduct the general nature of the business or businesses above described, this corporation shall specifically have the right to buy and sell real estate, engage in the motor vehicle and general equipment leasing business, to buy and hold stocks in other corporations, to render management services and to perform each and every act authorized for corporations under the laws of the State of Florida, not specifically reserved for special and chartered corporations such as banking and trust companies or other corporations which require special incorporation and approval under the other statutes of this State.

THIRD: The maximum number of shares that the corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock, all of which shall be without par value. Such stock may be issued by the corporation from time to time for such consideration as may be fixed by the board of directors thereof.

FOURTH: The amount of capital with which the corporation will begin business is \$500.00 Dollars.

FIFTH: The corporation is to have perpetual existence unless sooner dissolved.

SIXTH: The principal office of the corporation shall be in Miami, Dade County, Florida, with the privilege of having branch offices at other places within or without the State of Florida, or within or without the United States of America.

SEVENTH: The number of directors of the corporation shall be not less than three (3) nor more than fifteen (15).

EIGHTH: The names and post office addresses of the directors and the President, Secretary, Treasurer and other officers who shall hold office in the first year or until their successors are elected and have qualified are:

DIRECTORS

J. Ryder
R. Reedy
A. H. Bernstein
R. McClure, Jr.

POST OFFICE ADDRESSES

3401 Main Highway, Miami, Florida
3401 Main Highway, Miami, Florida
3401 Main Highway, Miami, Florida
3401 Main Highway, Miami, Florida

A. A. Rosewall

3401 Main Highway, Miami, Florida

President	J. Ryder	3401 Main Highway, Miami, Florida
Vice President	R. Reedy	3401 Main Highway, Miami, Florida
Vice President	A. H. Bernstein	3401 Main Highway, Miami, Florida
Vice President	R. McClure, Jr.	3401 Main Highway, Miami, Florida
Vice President	A. A. Rosewall	3401 Main Highway, Miami, Florida
Secretary-Treas.	H. Werner	3401 Main Highway, Miami, Florida
Asst. Secretary	C. W. Jordan	3401 Main Highway, Miami, Florida
Asst. Secretary	A. B. Braun	3401 Main Highway, Miami, Florida
Asst. Secretary	R. E. Summers	3401 Main Highway, Miami, Florida
Asst. Treasurer	R. Kacharevich	3401 Main Highway, Miami, Florida

NINTH: The manner of converting the issued and outstanding shares of the surviving corporation and of each constituent corporation shall be as follows:

1. Inasmuch as a sole stockholder owns all the authorized, issued and outstanding shares of the surviving corporation and also owns directly or indirectly all of the issued and outstanding shares of each constituent corporation, there shall be no change in the authorized capital stock or in the issued and outstanding shares of the surviving corporation.

2. Forthwith upon the filing of this joint plan and agreement as required by law, all issued and outstanding shares of the capital stock of each constituent corporation shall be surrendered and cancelled and no shares of the surviving corporation shall be issued in exchange therefor, and the authorized and presently existing issued and outstanding shares of the capital stock of RYDER TRUCK RENTAL, INC., shall constitute the only shares of the capital stock of the surviving corporation, to wit: One Hundred (100) shares without nominal or par value.

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

Until altered, amended or repealed, as therein provided, by the by-laws of RYDER TRUCK RENTAL, INC., the survivor, as in effect at the date of this joint plan and agreement, shall be the by-laws of the surviving corporation.

The first board of directors and the officers of the corporation shall be those hereinbefore named and they shall continue until their successors, respectively, are elected in accordance with the by-laws.

The surviving corporation shall pay all expenses of carrying into effect and of accomplishing the merger.

Upon the date when this joint plan and agreement shall become effective, the separate existence of all said constituent corporations shall cease and said constituent corporations shall be merged into RYDER TRUCK RENTAL, INC., the surviving corporation, in accordance with the provisions of this joint plan and agreement, which surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature and be subject to all the restrictions, disabilities, the duties of each of the corporations, parties to this joint plan and agreement, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to each of such corporations shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises and all and every other interest shall be thereafter as effectively the property of the surviving corporation as they were of the respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved

unimpaired, and all debts, liabilities, and duties of all said constituent corporations shall thenceforth attach to the said surviving corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, including any reports and taxes which may be legally found due from any of the constituent corporations.

If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said surviving corporation, according to the terms hereof, the title to any property or rights of said constituent corporations, the proper officers and directors of said surviving corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this joint plan and agreement of merger.

The surviving corporation reserves the right to amend, alter, change or repeal any provision contained in this joint plan and agreement of merger which may be contained in the certificate of incorporation of a corporation organized under Chapter 608, Florida Statutes, 1955, in the manner now or hereafter prescribed by said Chapter 608, and all rights conferred upon stockholders herein are granted subject to this reservation.

It is agreed that, upon and after the merger:

1. The surviving corporation may be served with process in the State of Colorado in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Colorado which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Colorado against the surviving or new corporation;

2. The Secretary of State of the State of Colorado shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is 1642 N. W. 21st Terrace, Miami, Florida.

3. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Colorado which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Colorado Corporation Act" with respect to the rights of dissenting shareholders.

Since the surviving corporation is a Florida corporation, RYDER TRUCK RENTAL, INC. specifies and agrees as follows:

The corporation hereby agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of any of the ten constituent Delaware corporations hereinbefore named, as well as for enforcement of any obligation of the corporation arising from the merger including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Revised Code of 1953 of the State of Delaware relating to corporations, and the corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding, and the corporation hereby specifies 1642 N.W. 21st Terrace, City of Miami and State of Florida as the address to which a copy of such process shall be mailed by said Secretary of State and agrees that service of such process may be made by personally delivering to and leaving with said Secretary of State duplicate copies of such process, one of which copies said Secretary of State shall forthwith send by registered mail to RYDER TRUCK RENTAL, INC. at the above specified address.

It is agreed that, upon and after the merger:

1. The surviving corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving or new corporation;

2. The secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; and

3. The surviving corporation shall promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act" of the State of Illinois with respect to the rights of dissenting shareholders.

Since the surviving corporation is a Florida corporation, RYDER TRUCK RENTAL, INC. specifies and agrees as follows:

The consolidated corporation may be sued in the State of New York for any obligation of RYDER TRUCK RENTAL, INC., the New York corporation and the consolidated corporation hereby irrevocably appoints the Secretary of State of New York as its agent upon whom process may be served in any action or proceeding for the enforcement of payment of any obligations of RYDER TRUCK RENTAL, INC., the New York corporation.

It is agreed that, upon and after the merger:

RYDER TRUCK RENTAL, INC., the surviving corporation hereby:

a. Agrees that it may be served with process in the State of Texas in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation.

b. Irrevocably appoints the Secretary of State of Texas as its agent to accept service of process in any such proceeding; and

c. Agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Texas Business Corporation Act with respect to the rights of dissenting shareholders.

ELEVENTH: This joint plan and agreement of merger shall be submitted to the stockholders or shareholders of each of the corporations parties hereto, to be considered by them and adopted, either at meetings separately called and held in accordance with the provisions in that behalf contained in the law under which they were respectively organized; and if approved and adopted by the affirmative vote of that proportion of the shareholders or stockholders required by the statutes respectively under which the other constituent corporations were organized, it shall be executed by the proper officers of each of the parties hereto in the manner required by the laws of each state, respectively, whereupon one of the originally executed copies of the joint plan and agreement shall be filed in the office of the Secretary of State of Florida, as required by the provisions of Section 608.20, Florida Statutes, 1955; originally executed copies shall also be filed, where permitted by state laws and procedures, in the appropriate offices of such other states in which constituent corporations are organized and, where necessary, copies

certified by the proper state officer or office shall be recorded in all necessary offices; copies, certified by the Secretary of State of Florida shall be filed, where permitted by state laws and procedures, in the appropriate offices of such other states (excluding those states where originally executed copies are filed) in which constituent corporations are organized and, where necessary, recordation shall be properly accomplished; where required by laws and procedures of states in which constituent corporations are organized, articles of merger or other necessary documents incorporating the essence of this joint plan and agreement of merger shall be prepared in accordance with the requirements of such states and filed in the appropriate offices of such states, and, where necessary, copies of such articles and documents, certified by the proper and appropriate state officer or office, shall be recorded in all necessary offices; and in connection with the foregoing, all required advertisements shall be made, and all necessary and proper certificates, assumptions, appointments, releases, and other things and actions shall be done and made in order to consummate said merger.

IN WITNESS WHEREOF, RYDER TRUCK RENTAL, INC., pursuant to authority duly given by its board of directors has caused these presents to be executed by a majority of its directors and the corporate seal to be affixed.

RYDER TRUCK RENTAL, INC.
(A Florida corporation)

(CORPORATION SEAL)

Signed, sealed and delivered
in the presence of:

A. B. Braun
A. B. Braun

A. H. Bernstein
By A. H. Bernstein

R. Reedy
R. Reedy

A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, BAKER AUTO RENTAL, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by its Vice President and its Assistant Secretary, and the corporate seal to be affixed.

(CORPORATE SEAL)

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary



BAKER AUTO RENTAL, INC.

A. A. Rosewall
By A. A. Rosewall
Vice President

A. B. Braun
By A. B. Braun
Assistant Secretary

IN WITNESS WHEREOF, DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

DIXIE DRIVE IT YOURSELF SYSTEM,
BIRMINGHAM COMPANY, INC.

(CORPORATE SEAL)

A. H. Bernstein
By A. H. Bernstein

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

R. Reedy
R. Reedy

A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

DIXIE DRIVE IT YOURSELF SYSTEM,
JACKSON COMPANY, INC.

(CORPORATE SEAL)

A. H. Bernstein
By A. H. Bernstein

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

R. Reedy
R. Reedy

A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

DIXIE DRIVE IT YOURSELF SYSTEM,
LOUISVILLE COMPANY, INC.

(CORPORATE SEAL)

A. H. Bernstein
By A. H. Bernstein

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

R. Reedy
R. Reedy

A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

DIXIE DRIVE IT YOURSELF SYSTEM,
NEW ORLEANS COMPANY, INC.

(CORPORATE SEAL)

A. H. Bernstein
By A. H. Bernstein

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

R. Reedy
R. Reedy

A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, RYDER TRUCK RENTAL, INC., pursuant to authority duly given by its board of Directors, has caused these presents to be executed by its Vice President and its Assistant Secretary, and the corporate seal to be affixed.

RYDER TRUCK RENTAL, INC.
(A Colorado Corporation)

(CORPORATE SEAL)

Attest:

By A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

A. B. Braun
By A. B. Braun
Assistant Secretary

IN WITNESS WHEREOF, RYDER TRUCK RENTAL, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by its Vice President and its Assistant Secretary, and the corporate seal to be affixed.

RYDER TRUCK RENTAL, INC.
(An Illinois corporation)

(CORPORATE SEAL)

Attest:

By A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

A. B. Braun
By A. B. Braun
Assistant Secretary

IN WITNESS WHEREOF, RYDER TRUCK RENTAL, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

RYDER TRUCK RENTAL, INC.
(An Arizona corporation)

(CORPORATE SEAL)

Attest:

By A. H. Bernstein
R. Reedy
R. Reedy

A. B. Braun
A. B. Braun
Assistant Secretary

A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, RYDER TRUCK RENTAL, INC. pursuant to authority duly given by its board of directors, has caused these presents to be executed by its Vice President and its Assistant Secretary, and the corporate seal to be affixed.

RYDER TRUCK RENTAL, INC.
(A New York corporation)

(CORPORATE SEAL)

By A. A. Rosewall
Vice President

Attest:

A. B. Braun
Assistant Secretary

By A. B. Braun
Assistant Secretary

IN WITNESS WHEREOF, RYDER TRUCK RENTAL (DIXIE), INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

RYDER TRUCK RENTAL (DIXIE), INC.

(CORPORATE SEAL)

By A. H. Bernstein

Attest:

A. B. Braun
Assistant Secretary

R. Reedy
R. Reedy
A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, RYDER TRUCK RENTAL, INC. OF ARKANSAS, pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

RYDER TRUCK RENTAL INC. OF ARKANSAS

(CORPORATE SEAL)

By A. H. Bernstein

Attest:

A. B. Braun
Assistant Secretary

R. Reedy
R. Reedy
A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, RYDER TRUCK RENTAL, INC. OF CALIFORNIA, pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

RYDER TRUCK RENTAL, INC. OF CALIFORNIA

(CORPORATE SEAL)

By A. H. Bernstein

Attest:

A. B. Braun
Assistant Secretary

R. Reedy
R. Reedy
A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, RYDER TRUCK RENTAL OF KANSAS CITY, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by a majority of the directors, and the corporate seal to be affixed.

RYDER TRUCK RENTAL OF KANSAS
CITY, INC.

(CORPORATE SEAL)

By A. H. Bernstein

R. Reedy
R. Reedy

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, RYDER TRUCK RENTAL OF ST. LOUIS, INC.,
pursuant to authority duly given by its board of directors, has caused these presents
to be executed by a majority of the directors, and the corporate seal to be affixed.

RYDER TRUCK RENTAL OF ST. LOUIS, INC.

(CORPORATE SEAL)

By A. H. Bernstein

R. Reedy
R. Reedy

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

A. A. Rosewall
A. A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, RYDER TRUCK RENTAL INC. OF TEXAS, pursuant
to authority duly given by its board of directors, has caused these presents to be
executed by its Vice President and its Assistant Secretary, and the corporate seal
to be affixed.

(CORPORATE SEAL)
Attest:

RYDER TRUCK RENTAL INC. OF TEXAS

By A. A. Rosewall
A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

A. B. Braun
A. B. Braun
Assistant Secretary

IN WITNESS WHEREOF, NATIONAL CAR RENTALS, MIAMI, INC., pursuant
to authority duly given by its board of directors, has caused these presents to be
executed by a majority of the directors, and the corporate seal to be affixed.

NATIONAL CAR RENTALS, MIAMI, INC.

(CORPORATE SEAL)

By A. H. Bernstein

R. Reedy
R. Reedy

Attest:

A.B. Braun
Assistant Secretary

A.A. Rosewall
A Majority of the Board of Directors

IN WITNESS WHEREOF, PASCAL SYSTEM, INC., pursuant to authority duly given by its board of directors, has caused these presents to be executed by its Vice President and its Assistant Secretary, and the corporate seal to be affixed.

(CORPORATE SEAL)

Attest:

A.B. Braun
Assistant Secretary



PASCAL SYSTEM, INC.

By A.A. Rosewall
Vice President

A.B. Braun
Assistant Secretary

IN WITNESS WHEREOF, RYDER TRUCK SALES, INC., pursuant to authority duly given by its board of directors has caused these presents to be executed by a majority of its directors and the corporate seal to be affixed.

(CORPORATE SEAL)

Signed, sealed and delivered
in the presence of:

A.B. Braun
A. B. Braun

RYDER TRUCK SALES, INC.

By A.H. Bernstein

R. Reedy
R. Reedy

A.A. Rosewall
A.A. Rosewall

I, A. B. BRAUN, Assistant Secretary of RYDER TRUCK RENTAL, INC., corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of Sec. 608.20, Florida Statutes, 1955, that the Joint Plan and Agreement of Merger to which this certificate is attached was submitted to the stockholders of said RYDER TRUCK RENTAL, INC., at a meeting thereof called separately from any meeting of stockholders of any other corporation for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Act of the Legislature of Florida hereinbefore referred to, and that at said meeting said Agreement of Consolidation was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said RYDER TRUCK RENTAL, INC. entitling them to exercise at least a majority of the voting power on a proposal to consolidate said corporation with another were for the adoption of said Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said RYDER TRUCK RENTAL, INC. this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary of
RYDER TRUCK RENTAL, INC.

I, A. B. BRAUN, Assistant Secretary of BAKER AUTO RENTAL, INC., a corporation organized and existing under the laws of the State of Colorado, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by its vice president and assistant secretary, and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said BAKER AUTO RENTAL, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that Fifty Thousand (50,000) shares of stock of said corporation were on said date issued and outstanding and that the holders of Fifty Thousand (50,000) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said BAKER AUTO RENTAL, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said BAKER AUTO RENTAL, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)




A. B. Braun
Assistant Secretary of
BAKER AUTO RENTAL, INC.
(Colorado)

I, A. B. BRAUN, Assistant Secretary of DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary
DIXIE DRIVE IT YOURSELF SYSTEM,
BIRMINGHAM COMPANY, INC.

I, A. B. BRAUN, Assistant Secretary of DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC., on this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary
DIXIE DRIVE IT YOURSELF SYSTEM,
JACKSON COMPANY, INC.

I, A. B. Braun, Assistant Secretary of DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)

A. B. Braun
A. B. Braun

Assistant Secretary
DIXIE DRIVE IT YOURSELF SYSTEM,
LOUISVILLE COMPANY, INC.

I, A. B. Braun, Assistant Secretary of DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)

A. B. Braun
A. B. Braun

Assistant Secretary
DIXIE DRIVE IT YOURSELF SYSTEM,
NEW ORLEANS COMPANY, INC.

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL, INC., a corporation organized and existing under the laws of the State of Colorado, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by its vice president and assistant secretary, and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said RYDER TRUCK RENTAL, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that One Hundred Sixty-Three Thousand Two Hundred Forty (163,240) shares of stock of said corporation were on said date issued and outstanding and that the holders of One Hundred Sixty-Three Thousand Two Hundred Forty (163,240) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said RYDER TRUCK RENTAL, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said RYDER TRUCK RENTAL, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary
RYDER TRUCK RENTAL, INC.
(Colorado)

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL, INC., a corporation organized and existing under the laws of the State of Illinois, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by its vice president and assistant secretary, and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said RYDER TRUCK RENTAL, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that Two Thousand (2,000) shares of stock of said corporation were on said date issued and outstanding and that the holders of Two Thousand (2,000) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said RYDER TRUCK RENTAL, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said RYDER TRUCK RENTAL, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary of
RYDER TRUCK RENTAL, INC.
(Illinois)

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL, INC., a corporation organized and existing under the laws of the State of Arizona, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of RYDER TRUCK RENTAL, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that One Hundred (100) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00), and One Thousand One Hundred Eighty-One (1,181) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, aggregating One Hundred Eighteen Thousand Dollars (\$118,000.00), of said corporation were on said date issued and outstanding and that the holders of One Hundred (100) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) each, aggregating Ten Thousand Dollars (\$10,000.00), and One Thousand One Hundred Eighty-One (1,181) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, aggregating One Hundred Eighteen Thousand One Hundred Dollars (\$118,100.00), voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares of preferred or common stock voted by ballot against same, the same affirmative vote representing all of both the aggregate par value and the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of RYDER TRUCK RENTAL, INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of RYDER TRUCK RENTAL, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)

A. B. Braun

A. B. Braun

Assistant Secretary
RYDER TRUCK RENTAL, INC.
(Arizona)

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL, INC., a corporation organized and existing under the laws of the State of New York, hereby certify that the Joint Plan and Agreement of Merger was adopted by the votes, cast in person or by proxy, of the holders of record of all of the outstanding shares entitled to vote; that such votes were cast at a meeting of the stockholders held in the City of Miami on the 14th day of December, 1959, at 10 o'clock A. M., upon written waiver, pursuant to Section 31 of the General Corporation Law, of the notice required by Section 45 of the Stock Corporation Law, by every stockholder of record of the corporation entitled to vote thereon or who, by reason of the action proposed to be taken at such meeting, would be entitled to have his stock appraised if such action were taken; that the vice president and assistant secretary have been authorized to execute the Joint Plan and Agreement of Merger as the duly adopted agreement of RYDER TRUCK RENTAL, INC., a New York corporation.

WITNESS my hand this 14th day of December, 1959.

(CORPORATE SEAL)

A. B. Braun

A. B. Braun

Assistant Secretary of
RYDER TRUCK RENTAL, INC.
(New York)

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL (DIXIE), INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of RYDER TRUCK RENTAL (DIXIE), INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of RYDER TRUCK RENTAL (DIXIE), INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of RYDER TRUCK RENTAL (DIXIE), INC. on this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary
RYDER TRUCK RENTAL (DIXIE), INC.

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL, INC. OF ARKANSAS, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of RYDER TRUCK RENTAL, INC. OF ARKANSAS at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of RYDER TRUCK RENTAL, INC. OF ARKANSAS, and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of RYDER TRUCK RENTAL, INC. OF ARKANSAS on this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary
RYDER TRUCK RENTAL, INC. OF
ARKANSAS

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL, INC. OF CALIFORNIA, a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, the the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of RYDER TRUCK RENTAL, INC. OF CALIFORNIA at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of RYDER TRUCK RENTAL, INC. OF CALIFORNIA, and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of RYDER TRUCK RENTAL, INC. OF CALIFORNIA on this 14th day of December, 1959.

(CORPORATE SEAL)

A. B. Braun
A. B. Braun
Assistant Secretary
RYDER TRUCK RENTAL, INC.
OF CALIFORNIA

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL OF KANSAS CITY, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of RYDER TRUCK RENTAL OF KANSAS CITY, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of RYDER TRUCK RENTAL OF KANSAS CITY, INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of RYDER TRUCK RENTAL OF KANSAS CITY, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)

A. B. Braun
A. B. Braun
Assistant Secretary
RYDER TRUCK RENTAL OF KANSAS
CITY, INC.

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL OF ST. LOUIS, INC., a corporation organized and existing under the Laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of RYDER TRUCK RENTAL OF ST. LOUIS, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of RYDER TRUCK RENTAL OF ST. LOUIS, INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of RYDER TRUCK RENTAL OF ST. LOUIS, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary
RYDER TRUCK RENTAL OF
ST. LOUIS, INC.

I, A. B. Braun, Assistant Secretary of RYDER TRUCK RENTAL, INC. OF TEXAS, a corporation organized and existing under the laws of the State of Texas, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by its vice president and assistant secretary, and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said RYDER TRUCK RENTAL, INC. OF TEXAS, at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that Four Hundred Ninety Seven (497) shares of preferred stock and Two Thousand Two Hundred (2,200) shares of common stock of said corporation were on said date issued and outstanding and that the holders of Four Hundred Ninety Seven (497) shares of preferred stock and Two Thousand Two Hundred (2,200) shares of common stock voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares of either preferred or common stock voted by ballot against same, the same affirmative vote representing at least four-fifths of the total number of shares of the outstanding capital stock of both classes of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said RYDER TRUCK RENTAL, INC. OF TEXAS, and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said RYDER TRUCK RENTAL, INC., OF TEXAS on this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary of
RYDER TRUCK RENTAL, INC.
OF TEXAS

I, A. B. Braun, Assistant Secretary of NATIONAL CAR RENTALS, MIAMI, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such assistant secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by a majority of the directors thereof and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of NATIONAL CAR RENTALS, MIAMI, INC. at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that ten (10) shares of stock of said corporation were on said date issued and outstanding and that the holders of ten (10) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of NATIONAL CAR RENTALS, MIAMI, INC., and the duly adopted agreement of said corporation.

WITNESS my hand and the seal of NATIONAL CAR RENTALS, MIAMI, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)

A. B. Braun
A. B. Braun

Assistant Secretary
NATIONAL CAR RENTALS,
MIAMI, INC.

I, A. B. Braun, Assistant Secretary of PASCAL SYSTEM, INC., a corporation organized and existing under the laws of the State of Illinois, hereby certify, as such Assistant Secretary and under the seal of the said corporation, that the Joint Plan and Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by its vice president and assistant secretary, and having been signed, as required, by all or by a majority of the directors and/or by the appropriate officers of each corporation party thereto, was duly submitted to the stockholders of said PASCAL SYSTEM, INC., at a special meeting of said stockholders called and held separately from the meeting of stockholders of any other corporation, upon waiver of notice, signed by all the stockholders, for the purpose of considering and taking action upon said Joint Plan and Agreement of Merger, that Two Hundred (200) shares of stock of said corporation were on said date issued and outstanding and that the holders of Two Hundred (200) shares voted by ballot in favor of said Joint Plan and Agreement of Merger and the holders of no (-0-) shares voted by ballot against same, the same affirmative vote representing at least two-thirds of the total number of shares of the outstanding capital stock of said corporation, and that thereby the Joint Plan and Agreement of Merger was at said meeting duly adopted as the act of the stockholders of said PASCAL SYSTEM, INC., and the duly adopted agreement of the said corporation.

WITNESS my hand and the seal of said PASCAL SYSTEM, INC. on this 14th day of December, 1959.

(CORPORATE SEAL)



A. B. Braun
A. B. Braun

Assistant Secretary of
PASCAL SYSTEM, INC.
(Illinois)

I, A. B. Braun, Assistant Secretary of RYDER TRUCK SALES, INC., a corporation of the State of Florida, do hereby certify, in accordance with the provisions of Sec. 608.20, Florida Statutes, 1955, that the Joint Plan and Agreement of Merger to which this certificate is attached was submitted to the stockholders of said RYDER TRUCK SALES, INC., at a meeting thereof called separately from any meeting of stockholders of any other corporation for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Act of the Legislature of Florida hereinbefore referred to, and that at said meeting said Agreement of Consolidation was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said RYDER TRUCK SALES, INC. entitling them to exercise at least a majority of the voting power on a proposal to consolidate said corporation with another were for the adoption of said Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said RYDER TRUCK SALES, INC. this 14th day of December, 1959.

(CORPORATE SEAL)


A. B. Braun
Assistant Secretary of
RYDER TRUCK SALES, INC.

THE ABOVE JOINT PLAN AND AGREEMENT OF MERGER, having been, in accordance with the state laws under which each corporation party thereto is organized and exists, executed on behalf of the following corporations by the officers and/or directors set opposite the name of each such corporation:

Corporation and State of Incorporation:

Executed by:

RYDER TRUCK RENTAL, INC.,
a Florida corporation

A majority of the Board of Directors

BAKER AUTO RENTAL, INC.,
a Colorado corporation

The Vice-president and Assistant
Secretary

DIXIE DRIVE IT YOURSELF SYSTEM,
BIRMINGHAM COMPANY, INC.,
a Delaware corporation

A majority of the Board of Directors

DIXIE DRIVE IT YOURSELF SYSTEM,
JACKSON COMPANY, INC.,
a Delaware corporation

A majority of the Board of Directors

DIXIE DRIVE IT YOURSELF SYSTEM,
LOUISVILLE COMPANY, INC.,
a Delaware corporation

A majority of the Board of Directors

DIXIE DRIVE IT YOURSELF SYSTEM,
NEW ORLEANS COMPANY, INC.,
a Delaware corporation

A majority of the Board of Directors

RYDER TRUCK RENTAL, INC.,
a Colorado corporation

The Vice-president and Assistant
Secretary

RYDER TRUCK RENTAL, INC.,
an Illinois corporation

The Vice-president and Assistant
Secretary

RYDER TRUCK RENTAL, INC.,
an Arizona corporation

A majority of the Board of Directors

RYDER TRUCK RENTAL, INC.,
a New York corporation

The Vice-president and Assistant
Secretary

RYDER TRUCK RENTAL (DIXIE), INC.,
a Delaware corporation

A majority of the Board of Directors

RYDER TRUCK RENTAL INC. OF
ARKANSAS, a Delaware
corporation

A majority of the Board of Directors

RYDER TRUCK RENTAL, INC. OF CALI-
FORNIA, a Delaware corporation

A majority of the Board of Directors

RYDER TRUCK RENTAL OF KANSAS CITY,
INC., a Delaware corporation

A majority of the Board of Directors

RYDER TRUCK RENTAL OF ST. LOUIS,
INC., a Delaware corporation

A majority of the Board of Directors

RYDER TRUCK RENTAL INC. OF TEXAS,
a Texas corporation

The Vice-president and Assistant
Secretary

Corporations and State of Incorporation

NATIONAL CAR RENTALS, MIAMI,
INC., a Delaware corporation

PASCAL SYSTEM, INC., an Illinois
corporation

Executed by:

A majority of the Board of Directors

The Vice-president and Assistant
Secretary

and having been adopted by the Stockholders of each corporation party thereto in accordance with the respective state laws under which each such corporation is organized and exists, and, where necessary or appropriate, the foregoing facts having been certified on the said Joint Plan and Agreement of Merger by the appropriate officer or officers of each such corporation, the Vice-president and the assistant secretary, of each corporation do now hereby execute this Joint Plan and Agreement of Merger under their corporate seals by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each such corporation party to said Joint Plan and Agreement of Merger, on this 14th day of December, 1959.

(CORPORATE SEAL)



(CORPORATE SEAL)

(CORPORATE SEAL)

Attest:

A. B. Braun

A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

RYDER TRUCK RENTAL, INC.

A. A. Rosewall
By A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

BAKER AUTO RENTAL, INC.

A. A. Rosewall
By A. A. Rosewall
Vice President

A. B. Braun
And A. B. Braun
Assistant Secretary

DIXIE DRIVE IT YOURSELF SYSTEM,
BIRMINGHAM COMPANY, INC.

A. A. Rosewall
By A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

DIXIE DRIVE IT YOURSELF SYSTEM,
JACKSON COMPANY, INC.

A. A. Rosewall
By A. A. Rosewall
Vice President

Attest:

A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

(CORPORATE SEAL)

Attest:

A. B. Braun
Its Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
Assistant Secretary

A. B. Braun
Assistant Secretary

DIXIE DRIVE IT YOURSELF SYSTEM,
LOUISVILLE COMPANY, INC.

A. A. Rosewall
Vice President

A. B. Braun
Assistant Secretary

DIXIE DRIVE IT YOURSELF SYSTEM,
NEW ORLEANS COMPANY, INC.

A. A. Rosewall
Vice President

A. B. Braun
Assistant Secretary

RYDER TRUCK RENTAL, INC.

A. A. Rosewall
Vice president

and A. B. Braun
Assistant Secretary

RYDER TRUCK RENTAL, INC.

By A. A. Rosewall
Its Vice President

RYDER TRUCK RENTAL, INC.

A. A. Rosewall
Vice President

A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

RYDER TRUCK RENTAL, INC.

A. A. Rosewall
A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

RYDER TRUCK RENTAL (DIXIE) INC.

A. A. Rosewall
A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

RYDER TRUCK RENTAL, INC. OF
ARKANSAS

A. A. Rosewall
A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

RYDER TRUCK RENTAL INC. OF
CALIFORNIA

A. A. Rosewall
A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

RYDER TRUCK RENTAL OF KANSAS
CITY, INC.

A. A. Rosewall
A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

RYDER TRUCK RENTAL OF ST.
LOUIS, INC.

A. A. Rosewall
A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

RYDER TRUCK RENTAL INC. OF TEXAS

A. A. Rosewall
By A. A. Rosewall
Its Vice President

A. B. Braun
and A. B. Braun
Its Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
A. B. Braun
Assistant Secretary

NATIONAL CAR RENTALS, MIAMI, INC.

A. A. Rosewall
A. A. Rosewall
Vice President

A. B. Braun
A. B. Braun
Assistant Secretary

(CORPORATE SEAL)

Attest:

A. B. Braun
A. B. Braun
Its Assistant Secretary



PASCAL SYSTEM, INC.

A. A. Rosewall
By A. A. Rosewall
Its Vice President

(CORPORATE SEAL)

RYDER TRUCK SALES, INC.

A. A. Rosewall
By A. A. Rosewall
Its Vice President

A. B. Braun
A. B. Braun
Its Assistant Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared A. A. ROSEWALL, to me known and known to be the person described in and who executed the foregoing Joint Plan and Agreement of Merger as Vice President of RYDER TRUCK RENTAL, INC., a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Joint Plan and Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Joint Plan and Agreement of Merger is the act, deed and agreement of said corporation.

Witness my hand and official seal in the county and state last aforesaid this 14th day of December, A. D. 1959.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Bonded By American Fidelity & Casualty Co.

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, Vivian L. Revill, a Notary Public in and for the said County and State, personally appeared A. A. ROSEWALL who acknowledged before me that he is the Vice President of BAKER AUTO RENTAL, INC., a Colorado corporation, and that he signed the foregoing document as his free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof I have hereunto set my hand and seal this 14th day of December, A. D. 1959.

My commission expires

Vivian L. Revill
Vivian L. Revill
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Bonded By American Fidelity & Casualty Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me, Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC., a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such Vice President duly executed said Joint Plan and Agreement of Merger before me and acknowledged said Joint Plan and Agreement

of Merger to be the act, deed and agreement of said DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC. that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said DIXIE DRIVE IT YOURSELF SYSTEM, BIRMINGHAM COMPANY, INC., and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill

Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Bonded by American Fidelity & Casualty Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me, Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC. a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such Vice President duly executed said Joint Plan and Agreement of Merger before me and acknowledged said Joint Plan and Agreement of Merger to be the act, deed, and agreement of said DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC. that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said DIXIE DRIVE IT YOURSELF SYSTEM, JACKSON COMPANY, INC., and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian Revill

Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Bonded by American Fidelity & Casualty Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me Vivian L. Revill, a Notary Public in and for the county

and state aforesaid, A. A. ROSEWALL, vice president of DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC. a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such Vice President duly executed said Joint Plan and Agreement of Merger before me and acknowledged said Joint Plan and Agreement of Merger to be the act, deed and agreement of said DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC. that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said DIXIE DRIVE IT YOURSELF SYSTEM, LOUISVILLE COMPANY, INC., and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill

Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Granted By American Bar & County Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC. a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such vice president duly executed said Joint Plan and Agreement of Merger before me and acknowledged said Joint Plan and Agreement of Merger to be the act, deed and agreement of said DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC. that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said DIXIE DRIVE IT YOURSELF SYSTEM, NEW ORLEANS COMPANY, INC., and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill

Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Granted By American Bar & County Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, Vivian L. Revill, a Notary Public in and for the said County and State, personally appeared A. A. ROSEWALL, who acknowledged before me that he is the Vice President of RYDER TRUCK RENTAL, INC., a Colorado corporation and that he signed the foregoing document as his free and voluntary act and deed for the uses and purposes therein set forth.

In witness whereof I have hereunto set my hand and seal this 14th day of December, A. D. 1959.

My commission expires

Vivian L. Revill
Vivian L. Revill
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Bonded by American Fidelity & Guaranty Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I, Vivian L. Revill, a Notary Public, do hereby certify that on the 14th day of December, A. D. 1959, personally appeared before me A. A. ROSEWALL, who declares that he is the Vice President of RYDER TRUCK RENTAL, INC., a corporation of the State of Illinois and one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Bonded by American Fidelity & Guaranty Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of RYDER TRUCK RENTAL, INC., a corporation of the State of Arizona and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such Vice President

duly executed said Joint Plan and Agreement of Merger before me and acknowledged said Joint Plan and Agreement of Merger to be the act, deed and agreement of said RYDER TRUCK RENTAL, INC. that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said RYDER TRUCK RENTAL, INC., and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill
Notary Public

History Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Printed by American Press & Corsette Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

A. A. ROSEWALL and A. B. BRAUN, being duly sworn, depose and say and each for himself deposes and says: that A. A. ROSEWALL is the vice president of RYDER TRUCK RENTAL, INC., a New York corporation and that A. B. BRAUN is the assistant secretary of said corporation; that they have been authorized to execute and file the foregoing Joint Plan and Agreement of Merger (certificate of consolidation) by the votes, cast in person or by proxy, of the holders of record of all of the outstanding shares entitled to vote on the Joint Plan and Agreement of Merger (consolidation); that such votes were cast at a meeting of the stockholders held in the City of Miami on the 14th day of December, 1959, at 10 o'clock A. M., upon written waiver, pursuant to Section 31 of the General Corporation Law, of the notice required by Section 45 of the Stock Corporation Law, by every stockholder of record of the corporation entitled to vote thereon or who, by reason of the action proposed to be taken at such meeting, would be entitled to have his stock appraised if such action were taken.

Subscribed and sworn to
before me this 14th day
of December, 1959.

Vivian L. Revill
Vivian L. Revill
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Dated by American Free & Co. Co.

A. A. Rosewall
A. A. Rosewall
Vice President
A. B. Braun
A. B. Braun
Assistant Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me, Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of RYDER TRUCK RENTAL (DDKIE), INC., a corporation of the State of Delaware and one of the corporations described in and which

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me, Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of RYDER TRUCK RENTAL, INC. OF CALIFORNIA, a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such Vice President duly executed said Joint Plan and Agreement of Merger, before me and acknowledged said Joint Plan and Agreement of Merger to be the act, deed and agreement of said RYDER TRUCK RENTAL INC. OF CALIFORNIA that the signatures of the said Vice President and the said Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said RYDER TRUCK RENTAL, INC. OF CALIFORNIA, and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Issued By American Fire & Casualty Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me, Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of RYDER TRUCK RENTAL OF KANSAS CITY, INC. a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such Vice President duly executed said Joint Plan and Agreement of Merger, before me and acknowledged said Joint Plan and Agreement of Merger to be the act, deed and agreement of said RYDER TRUCK RENTAL OF KANSAS CITY, INC. that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said RYDER TRUCK RENTAL OF KANSAS CITY, INC., and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Issued By American Fire & Casualty Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of RYDER TRUCK RENTAL OF ST. LOUIS, INC. a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such Vice President duly executed said Joint Plan and Agreement of Merger before me and acknowledge said Joint Plan and Agreement of Merger to be the act, deed and agreement of said RYDER TRUCK RENTAL OF ST. LOUIS, INC. that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said RYDER TRUCK RENTAL OF ST. LOUIS, INC., and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill
Vivian L. Revill
Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Bounded by American Fm & Country Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I, Vivian L. Revill, a notary public, do hereby certify that on this 14th day of December, 1959, personally appeared before me A. A. ROSEWALL, who being by me first duly sworn, declared that he is the Vice President of RYDER TRUCK RENTAL INC. OF TEXAS that he signed the foregoing document as Vice President of the corporation, and that the statements therein contained are true.

(NOTARIAL SEAL)

Vivian L. Revill
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Notary Public, State of Florida at Large
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STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BE IT REMEMBERED that on this 14th day of December, A. D. 1959, personally came before me Vivian L. Revill, a Notary Public in and for the county and state aforesaid, A. A. ROSEWALL, vice president of NATIONAL CAR RENTALS, MIAMI, INC. a corporation of the State of Delaware and one of the corporations described in and which executed the foregoing Joint Plan and Agreement of Merger, known to me personally to be such, and he the said A. A. ROSEWALL as such Vice President duly executed said Joint Plan and Agreement of Merger before me acknowledged said Joint Plan and Agreement of Merger to be the act, deed and agreement of

said NATIONAL CAR RENTALS, MIAMI, INC. that the signatures of the said Vice President and the Assistant Secretary of said corporation to said foregoing Joint Plan and Agreement of Merger are in the handwriting of said Vice President and Assistant Secretary of said NATIONAL CAR RENTALS, MIAMI, INC., and that the seal affixed to said Joint Plan and Agreement of Merger is the common corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office
the day and year aforesaid.

(NOTARIAL SEAL)

Vivian L. Revill

Vivian L. Revill

Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
Bonded By American Fidelity & Guaranty Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I, Vivian L. Revill, a Notary Public, do hereby certify that on the 14th day of December, A. D. 1959, personally appeared before me A. A. ROSEWALL, who declares that he is the Vice President of PASCAL SYSTEM, INC., one of the corporations executing the foregoing documents, and being first duly sworn, acknowledged that he signed the foregoing articles of merger in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

Verian L. Gevel

Vivian L. Revill

Notary Public

Notary Public, State of Florida at Large
My Commission Expires Oct. 26, 1963
 Printed By American Pub & Co. Co.

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared A. A. ROSEWALL, to me known and known to be the person described in and who executed the foregoing Joint Plan and Agreement of Merger as Vice-President of RYDER TRUCK SALES, INC., a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Joint Plan and Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Joint Plan and Agreement of Merger is the act, deed and agreement of said corporation.

WITNESS my hand and official seal in the county and state last aforesaid
this 14th day of December, A. D. 1959.

(NOTARIAL SEAL)

Vivian L. Revell
Vivian L. Revell

Vivian L. Revill

Notary Public

**History Public, State of Florida at Large
My Commission Expires Oct. 26, 1962
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