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Articles of merger
filed 4-1-74

13pgs

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AGREEMENT OF MERGER MERGING,
LANELEASE INCORPORATED A N. CAROLINA
CORP, LANELEASE OF DURHAM, INC. A
N. CAROLINA CORP. & W-P REALTY CORP
A PENN. CORP. ALL NOT AUTH TO DO
BUS IN FLA., INTC & UNDER THE
ABOVE CORP.

1-76669 (z)

RYDER TRUCK RENTAL, INC.

FILED IN OFFICE OF DEPARTMENT
OF STATE, STATE OF FLORIDA.
by DG on 4-2-74

RICHARD (DICK) STONE
SECRETARY OF STATE

cwp-1

**Agreement of Merger Between W-P REALTY CORP., LANELEASE INCORPORATED
LANELEASE OF DURHAM, INC., Into RYDER TRUCK RENTAL, INC. 176669**

Filed By: Darian B. Andersen
Miami, Florida

Date Filed: April 1, 1974

DOMESTIC MERGER

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7-29-74 12 95400 ****10.00

7-29-74 12 95400 ****15.00

C. TAX	_____
FILING	15.00
R. AGENT	_____
C. COPY	10.00
TOTAL	25.00
N. LARK	_____
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REFUND	_____
PHOTO COPY	_____

CERTIFIED COPY SENT

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APR 1 9 34 AM '74
SECRETARY OF STATE
MIAMI, FLORIDA

STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of Agreement of Merger between RYDER TRUCK RENTAL, INC., a Florida corporation and W-P REALTY CORP., a Pennsylvania corporation, LANELEASE INC. INCORPORATED, a North Carolina corporation, and LANELEASE OF DURHAM, INC., a North Carolina corporation, merging into and under the name of RYDER TRUCK RENTAL, INC., the continuing corporation under the Laws of the State of Florida, filed on the 1st day of April, A. D., 1974, as shown by the records of this office.

GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
25th day of April
A.D., 1974

Richard (Dick) Stone

SECRETARY OF STATE

RYDER SYSTEM, INC.

LAW DEPARTMENT

P. O. Box 520816

MIAMI, FLORIDA 33152

TELEPHONE (305) 593-3680

WRITER'S DIRECT DIAL NUMBER

593-3683

March 29, 1974

**ARNOLD S. BRAUN
VICE PRESIDENT - LAW
JAMES M. HERRON
GENERAL COUNSEL
RODERICK C. DICKINSON
SECRETARY & SENIOR COUNSEL
GARY S. TURNER
DARIAN B. ANDERSEN
FRED RAY STUEVER
RICHARD H. THIER**

**Secretary of State
State of Florida
Corporations Division
Suite 440
The Roberts Building
Miami, Florida 33130**

Gentlemen:

We enclose herewith an original and duplicate copy of the Merger of W-P Realty Corp., Lanelease Incorporated and Lanelease of Durham, Inc. into Ryder Truck Rental, Inc., the surviving corporation and a Florida corporation. We also enclose Ryder System Inc. Check No. 4536 for \$15 filing fee. Please file them on April 1st, 1974, and return a certified copy to me.

If you have any questions or problems, please advise me by telephone.

Very truly yours,

Darian B. Andersen

Darian B. Andersen

**DBA/cf
Enclosures**

AGREEMENT OF MERGER

Agreement of Merger made and entered into as of this 1st. day of April, A.D. 1974, by and between RYDER TRUCK RENTAL, INC., a corporation organized and existing under the laws of the State of Florida (the "Surviving Corporation") and a majority of the directors thereof, parties of the first part, and W-P REALTY CORP., a corporation organized and existing under the laws of the State of Pennsylvania and a majority of the directors thereof; LANELEASE INCORPORATED, a corporation organized and existing under the laws of the State of North Carolina and a majority of the directors thereof, and LANELEASE OF DURHAM, INC., a corporation organized and existing under the laws of the State of North Carolina and a majority of the directors thereof (such corporations collectively referred to hereinafter as the "Merging Corporations"), parties of the second part.

WHEREAS, the Surviving Corporation, party of the first part, 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 100 shares of common stock without nominal or par value, of which capital stock 100 shares of said common stock are now issued and outstanding;

WHEREAS, W-P REALTY CORP., party of the second part, was incorporated and is existing under the laws of the State of Pennsylvania and has a maximum amount of capital stock, which it is authorized to have outstanding, of 1,000 shares of common stock having a par value of One Dollar (\$1.00) each, of which capital stock 620 shares of said common stock are now issued and outstanding;

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SECRETARY OF STATE
MIAMI, FLORIDA

WHEREAS, LANELEASE INCORPORATED, party of the second part, was incorporated and is existing under the laws of the State of North Carolina and has a maximum amount of capital stock, which it is authorized to have outstanding of 1,000,000 shares of common stock having a par value of Ten Cents (\$0.10) each, of which capital stock 311,814 shares of said common stock are now issued and outstanding;

WHEREAS, LANELEASE OF DURHAM, INC. party of the second part, was incorporated and is existing under the laws of the State of North Carolina and has a maximum amount of capital stock, which it is authorized to have outstanding of 100,000 shares of common stock having a par value of One (\$1.00) Dollar of which capital stock 30,000 shares of said common stock are now issued and outstanding;

WHEREAS, the principal office of the Surviving Corporation, the party of the first part, in the State of Florida, is located at 3600 N.W. 82nd Avenue, in the City of Miami, County of Dade;

WHEREAS, the principal office of W-P Realty Corp. in the State of Pennsylvania is located at 420 Miller Boulevard, 422 Spruce Street, Scranton; the principal office of Lanelease Incorporated in the State of North Carolina is located at U. S. Highway 301, By-Pass, Rocky Mount, and the principal office of Lanelease of Durham, Inc. is located at U. S. Highway 301, By-Pass, Rocky Mount, North Carolina;

WHEREAS, the Board of Directors of each of the corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, deem it advisable

and generally to the advantage and welfare of said corporations, and their respective stockholders that such corporations merge into a single new corporation, under and pursuant to the provisions of Chapter 608, Florida Statutes, which corporation shall be the party of the first part.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, provisions and grants hereinafter contained, the corporations, parties to this agreement, by and between their respective board of directors have agreed and do hereby agree each with the other that pursuant to the provisions of Chapter 608, Florida Statutes, Ryder Truck Rental, Inc., the Surviving Corporation, the party of the first part, and W-P Realty Corp., Lanelease Incorporated and Lanelease of Durham, Inc., parties of the second part, shall be and the same hereby are merged into a single corporation which shall be the party of the first part, which is a corporation organized and existing under the laws of the State of Florida.

FIRST: The name of the corporation which is to survive the merger, herein authorized, is and shall be Ryder Truck Rental, Inc.

SECOND: The Certificate of Incorporation of Ryder as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

THIRD: Inasmuch as all outstanding shares of capital stock of the Surviving Corporation and of the Merging Corporations are owned by Ryder System, Inc., a Florida corporation, there shall be no change in the authorized capital stock or in the issued and outstanding shares of Ryder Truck Rental, Inc., the Surviving

Corporation, but shall be and remain the same as on the date of the merger; upon the date of merger, all issued and outstanding shares of capital stock of the Merging Corporations shall be surrendered and cancelled and no shares of the Surviving Corporation shall be issued in exchange therefor.

FOURTH: The officers and directors of Ryder Truck Rental, Inc., the Surviving Corporation, on the date of merger shall continue in office as the officers and directors of the Surviving Corporation until the next annual meeting of stockholders or until their successors shall have been elected and qualified.

FIFTH: The By-Laws of Ryder Truck Rental, Inc. in effect on the date of merger shall be and remain the By-Laws of the Surviving Corporation until the same shall be altered, amended or repealed as provided therein.

SIXTH: The merger shall be effective on April 1, 1974.

SEVENTH: When this Agreement shall have been approved, signed, acknowledged, filed and effective, as required by law, the separate existence of the Merging Corporations, parties of the second part, shall cease, and Ryder Truck Rental, Inc., the Surviving Corporation, shall possess all the rights, privileges, powers and franchises as well of a public nature as of a private nature, and be subject to all the restrictions, disabilities and duties of each of said corporations so merged, 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 any of said corporations

on whatever account, as well for stock subscriptions as all other things in action or belonging to each of said corporations shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, under the laws of the State of Florida, vested in any of said corporations shall not revert or be in any way impaired by reason of said merger; provided, that all rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of said constituent corporations shall thenceforth attach to the 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.

EIGHTH: This Agreement shall be filed as required by the provisions of the Florida Statutes, and shall be effective upon such filing as provided herein in the Office of the Secretary of State of Florida.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Agreement of Merger in the manner now or hereafter prescribed by the Statutes of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, a majority of the directors of W-P Realty Corp., Lanelease Incorporated and Lanelease of Durham, Inc., the Merging Corporations, and a majority of the

directors of Ryder Truck Rental, Inc., the Surviving Corporation, being each of the parties to this agreement, have this 28th day of March, 1974, signed this Agreement of Merger under the corporate seals of said corporations.

Signed, sealed and
delivered in the presence
of:

A Hernandez

W. P. Miller to

W. P. Miller
D. K. Lounell

A Majority of the Directors of
W-P Realty Corp.

Signed, sealed and
delivered in the presence
of:

A Hernandez

W. P. Miller to

W. P. Miller
D. K. Lounell

A Majority of the Directors of
Lanelease Incorporated

Signed, sealed and
delivered in the presence
of:

A Hernandez

W. P. Miller to

W. P. Miller
D. K. Lounell

A Majority of the Directors of
Lanelease of Durham, Inc.

Signed, sealed and
delivered in the presence
of:

A Hernandez

W. P. Miller to

W. P. Miller
D. K. Lounell

A Majority of the Directors
Ryder Truck Rental, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Assistant Secretary of Ryder Truck Rental, Inc. hereby certify that the foregoing Agreement of Merger was adopted by action of the Board of Directors of Ryder Truck Rental, Inc. without a vote of its shareholder pursuant to Section 608.20(3) of the Florida General Corporation Law.

(SEAL)

7.0 [Signature]
Assistant Secretary

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SECRETARY OF STATE
MIAMI, FLORIDA