

176609

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Articles of Merger
Filed. 12-27-79

9 pgs.

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

A notification letter was mailed to:

walk-in

Mailed: 1 CC & 1 CUS
File Number: 49

Remittance Totaling: \$50.00

FORT WAYNE LEASING CO., INC., an Indiana Corporation not qualified in
Florida

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

RYDER TRUCK RENTAL, INC.

Charter Number: 176669

Filing Date: December 27, 1979

176669

Word Processing: December 27, 1979

By: rr

RYDER SYSTEM INC.
 3800 10th Street Avenue PO Box 520816
 Miami Florida 33152

593 - 3726



5930	1/04/79	176859
6006	1	33.00 DS
5930	1/04/79	
6006	26	20.33 DS

December 24, 1979

Merger

Secretary of State
 Corporation Division
 State of Florida
 Tallahassee, Florida

Gentlemen:

Enclosed herewith please find Plan of Merger of Fort Wayne Leasing Co., Inc. into Ryder Truck Rental, Inc. together with Articles of Merger for the State of Indiana. We also enclosed a certified copy of the Indiana filing along with our check in the amount of \$50.00 to cover the filing fee.

Kindly file these documents while our messenger waits and return a certified copy to him for recording in the State of Indiana.

Thank you.

Very truly yours,

Barbara L. Lowry
 Barbara L. Lowry
 Administrative Manager-Law

*Merging
 Indiana corp.
 not qual. into
 Fla. corp.*

PRIVILEGE TAX	
G. TAX	
FILING	30
R. A. Fee	20
P. COPY	
SEARCH	
TOTAL	\$50
RECEIVED	

1 cust / copy

*upd
 12/27/79
 mk*

*Called
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 wants
 CC & 1
 can
 correct
 date*

mk

*NOV
 DEC 21 10 26 AM '79
 STATE OF FLORIDA
 S. A. H.*

FILED

PLAN OF MERGER

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

WHEREAS Fort Wayne Leasing Co., Inc. is a corporation duly organized under the laws of the State of Indiana (the "Merging Corporation"); and

WHEREAS the Surviving Corporation purchased, and is the legal and beneficial owner, of all the issued and outstanding shares of the capital stock of the Merging Corporation; and

WHEREAS the Surviving and Merging Corporations are desirous of simplifying their business procedures, bookkeeping and administrative structure and of eliminating duplication;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties hereto, pursuant to the applicable provisions of the laws of the State of Florida and the State of Indiana, hereby agree as follows:

FILED
MAR 27 10 27 AM '70
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The Merging Corporation shall be merged into the Surviving Corporation and, upon the effective date of such merger, as hereinafter specified, the Merging Corporation shall cease to exist and shall no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the State of Indiana. The Surviving Corporation shall succeed to the property and assets of and exercise all of the rights, powers, privileges and franchises of the Merging Corporation and shall assume and be liable for all of the debts and liabilities, if any, of the Merging Corporation.

2. The number of shares of the Merging and Surviving Corporation issued and outstanding are as follows:

RYDER TRUCK RENTAL, INC.	100 Shares of Common Stock (Without Par Value)
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PORT WAYNE LEASING CO., INC.	1,000 Shares of Common Stock (\$2.00 Par Value)
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3. Inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation, the shares of the Merging Corporation shall not be converted into shares of the Surviving Corporation, but shall be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of the capital stock of the Surviving Corporation shall not

be changed but shall be and remain the same as before the merger. No mailing to the shareholders of the Merging Corporation is required, inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation.

4. The State of Incorporation of the Surviving Corporation shall be and remain the State of Florida.

5. The officers and directors of the Surviving Corporation shall be the same officers and directors in office prior to the merger.

6. The name of the Surviving Corporation, upon the effective date of the merger, shall be RYDER TRUCK RENTAL, INC.

7. All provisions of the existing Certificate of Incorporation of the Surviving Corporation, on file with the Secretary of State of Florida, shall remain the same and shall constitute the Certificate of Incorporation of the Surviving Corporation.

8. The Surviving Corporation shall pay all expenses of carrying into effect and accomplishing the merger.

9. The Merging Corporation and the Surviving Corporation shall take, or cause to be taken, all action, or cause to be done, all things necessary, proper or advisable in accordance with the laws of the State of Indiana and the State of Florida, to consummate and make effective the merger.

10. This Plan shall be effective as of the 27th day of December, 1979.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this 30th day of November, 1979, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By: [Signature]

President

Attest:

[Signature]
Assistant Secretary

Verified:

By: [Signature]

FORT WAYNE LEASING CO., INC.

By: [Signature]

President

Attest:

[Signature]
Assistant Secretary

Verified:

By: [Signature]

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared G. M. YOUNG and FRED RAY STUEVER, to me known and known to me to be the individuals described in and who executed the foregoing instrument as President and Assistant Secretary of the above named RYDER TRUCK RENTAL, INC., a Florida corporation, and severally acknowledged to and before me that they executed such instrument as such President and Assistant Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal, this 30th day of November, 1979.

Barbara L. Lawry
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES SEP 20 1981
BONDED THRU GEN. INV. UNDERWRITER

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared G. M. YOUNG and FRED RAY STUEVER, to me known and known to me to be the individuals described in and who executed the foregoing instrument as President and Assistant Secretary of the above named FORT WAYNE LEASING CO., INC., an Indiana corporation, and severally acknowledged to and before me that they executed such instrument as such President and Assistant Secretary, respectively, of said corporation, and that the seal affixed to the foregoing instrument is the corporate seal of said corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation.

Witness my hand and official seal, this 30th day of November, 1979.

Barbara L. Lawry
Notary Public

My Commission Expires:

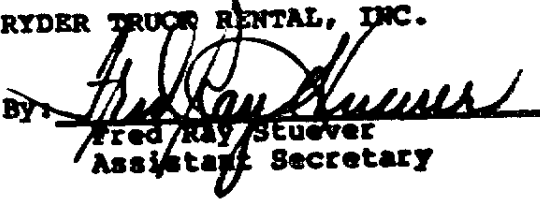
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES SEP 20 1981
BONDED THRU GENERAL INV. UNDERWRITER
FEE 16856/28

CERTIFICATION PURSUANT TO
FLORIDA GENERAL CORPORATION ACT,
SECTION 607.221 (5)

I, Fred Ray Stuever, Assistant Secretary of RYDER TRUCK RENTAL, INC., the Surviving Corporation pursuant to the Plan of Merger to which this Certification is attached do hereby certify that said Plan of Merger was adopted pursuant to Section 607.221 (5) and that, as of the date hereof, the outstanding shares of the corporation were such as to render Section 607.221 (5) applicable.

RYDER TRUCK RENTAL, INC.

By:


Fred Ray Stuever
Assistant Secretary

Date:

Nov 30, 1949