

176669

100002471851--1

Articles of Merger
filed 8-16-82

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

**COLUMBIA TRUCK RENTALS, INC. d/b/a CAROLINA NATIONALEASE, a South
Carolina Corporation not qualified in Florida**

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

RYDER TRUCK RENTAL, INC.

Charter Number: 176669

Filing Date: August 16, 1982

176669

RYDER SYSTEM INC.
3800 NW 82 Ave PO Box 520816
Miami Florida 33152

Randall G. Kominsky
Senior Staff Counsel
(305) 593-3683



August 10, 1982	006 5342 8/13/82	30.00	TL
	006 5342 8/13/82	15.00	S
	006 5342 8/13/82	45.00	TL

Florida Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Articles of Merger

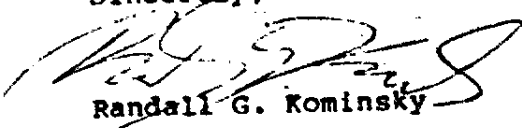
Dear Sir:

Enclosed is one original and one copy of the Articles of Merger and Plan of Merger, pursuant to the laws of Florida, merging Columbia Truck Rentals, Inc. d/b/a Carolina Nationalease into Ryder Truck Rental, Inc. I would be appreciative if you would file the original and certify the copy and return it to me at the above address using the enclosed envelope.

I have also enclosed the required filing and certification fees of Forty-Five Dollars (\$45.00).

Thank you for your assistance in this matter. If you have any questions, please call me.

Sincerely,


Randall G. Kominsky

RGK:bj
2298c/1A

cc: H. Smalheiser
G. Stoeckert

Name	8-16-82
Availability	DMC
Document	
Examiner	
Updtr	N 8118
Verifier	mk 8/18
Acknowledgement	
W. P. Verifier	

C. TAX	
FILING	30
AGENT FEE	
C. COPY	15
TOTAL	45
BANK	
LAND DUE	
REFUND	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 16 9 05 AM '82

FILED

FILED

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

AUG 16 9 05 AM '87

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS, PURSUANT TO THE LAWS OF
THE STATE OF SOUTH CAROLINA, HEREBY EXECUTE THE FOLLOWING
ARTICLES OF MERGER:

FIRST: The names of the corporations proposing to
merge and the names of the states under the laws of which
such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
RYDER TRUCK RENTAL, INC. (Surviving Corporation)	Florida
COLUMBIA TRUCK RENTALS, INC. d/b/a CAROLINA NATIONALEASE (Merging Corporation)	South Carolina

SECOND: The laws of the state under which such foreign
corporation is organized permit such merger.

THIRD: The name of the Surviving Corporation is RYDER
TRUCK RENTAL, INC. and it shall be governed by the Laws of
the State of Florida.

FOURTH: The Plan of Merger is as follows:

1. The Merging Corporation will be merged into the Surviving Corporation and, upon the effective date of such merger, the Merging Corporation will cease to exist and will no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the State of South Carolina. The Surviving Corporation will succeed to the property and assets of and exercise all of the rights, powers, privileges and franchises of the Merging Corporation and will 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)
COLUMBIA TRUCK RENTALS, INC.	3,240 Shares of Common Stock (\$10.00 Par Value)

3. Inasmuch as the Surviving Corporation owns all the issued and outstanding shares of the Merging Corporation, the shares of the Merging Corporation will not be converted into shares of the Surviving Corporation, but will be surrendered and cancelled, and the authorized and presently existing issued and

outstanding shares of the capital stock of the Surviving Corporation will not be changed but will be and remain the same as before the merger.

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

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

6. The name of the Surviving Corporation, upon the effective date, will 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, will remain the same and will constitute the Certificate of Incorporation of the Surviving Corporation.

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

9. The Merging Corporation and the Surviving Corporation will 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 Florida and the State of South Carolina to consummate and make effective the merger.

10. This Plan shall be effective (for accounting purposes) as of the 22nd day of July, 1982.

FIFTH: The Plan of Merger was adopted by the Shareholder of Columbia Truck Rentals, Inc. d/b/a Carolina Nationalease, the Merging Corporation, on the 22nd day of July, 1982, and was adopted by the Board of Directors of Ryder Truck Rental, Inc., the Surviving Corporation, on the 22nd day of July, 1982 without approval of the Shareholders of the Surviving Corporation in accordance with the provisions of Section 607.221(5) of the Florida General Corporation Act.

SIXTH: All provisions of the laws of the State of Florida and the State of South Carolina applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be the 22nd day of July, 1982.

SIGNED this 22nd day of July, 1982.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

COLUMBIA TRUCK RENTALS, INC.
d/b/a CAROLINA NATIONALEASE
(The Merging Corporation)

By: James J. Dixon
Senior Vice President

By: W. J. H. H.
President

Attest:

Ph. Russell
Assistant Secretary

Attest:

Ph. Russell
Secretary

STATE OF FLORIDA)
COUNTY OF DADE) ss:

The foregoing instrument was acknowledged before me this 22nd day of July, 1982, by James J. Dixon, Senior Vice President of RYDER TRUCK RENTAL, INC., on behalf of the corporation.

My commission expires

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 2 1982
BONDED FOR GENERAL USE UNDERWRITTEN

William A. Quinn
(Notary Public)

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) ss:

The foregoing instrument was acknowledged before me this 22nd day of July, 1982, by W. J. H. H., President of COLUMBIA TRUCK RENTALS, INC. d/b/a CAROLINA NATIONALEASE, on behalf of the corporation.

My commission expires

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 2 1982
BONDED FOR GENERAL USE UNDERWRITTEN

William A. Quinn
(Notary Public)

(SEAL)

rgk/2081c/2H

FILED

PLAN OF MERGER

AUG 16 9 05 AM '82

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

WHEREAS Columbia Truck Rentals, Inc. d/b/a Carolina Nationalease is a corporation duly organized under the laws of the State of South Carolina (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, book-keeping and administrative structure and of eliminating duplicative functions;

NOW, THEREFORE, in consideration of the premises and the following mutual covenants, the parties, pursuant to the applicable provisions of the laws of the State of Florida and the State of South Carolina, agree as follows:

1. The Merging Corporation will be merged into the Surviving Corporation and, upon the effective date of such merger, the Merging Corporation will cease to exist and will no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the State of South Carolina. The Surviving Corporation will succeed to the property and assets of and exercise all of the rights, powers, privileges and franchises of the Merging Corporation and will 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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COLUMBIA TRUCK RENTALS, INC.	3,240 Shares of Common Stock (\$10.00 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 will not be converted into shares of the Surviving Corporation, but will be surrendered and cancelled, and the authorized and presently existing issued and outstanding shares of the capital stock of the Surviving Corporation will not be changed but will be and remain the same as before the merger.

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

5. The officers and directors of the Surviving Corporation will 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, will 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, will remain the same and will constitute the Certificate of Incorporation of the Surviving Corporation.

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

9. The Merging Corporation and the Surviving Corporation will 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

Florida and the State of South Carolina, to consummate and make effective the merger.

10. This Plan will be effective (for accounting purposes) as of the 22nd day of July, 1982.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this 22nd day of July, 1982, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

COLUMBIA TRUCK RENTALS, INC.
d/b/a CAROLINA NATIONAL LEASE

By: James L. Dixon
Senior Vice President

By: H. J. Dell
President

Attest:

Attest:

[Signature]
Assistant Secretary

[Signature]
Secretary

Verified:

Verified:

By: [Signature]
Vice President

By: [Signature]
Vice President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared _____ and
FRED R, to me known and known to me to be the
individuals described in and who executed the foregoing instru-
ment as Senior Vice 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 Senior Vice 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 _____ day of
_____, 1982.

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT DADE
MY COMMISSION EXPIRES NOV 2 1982

STATE OF _____)
) ss:
COUNTY OF _____)

Before me personally appeared _____ and
_____, to me known and known to _____ to be the
individuals described in and who executed the foregoing instru-
ment as President and Secretary of the above named COLUMBIA
TRUCK RENTALS, INC., d/b/a CAROLINA NATIONAL LEASE, a South
Carolina corporation, and severally acknowledged to and before
me that they executed such instrument as such President and
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 _____ day of
_____, 1982.

Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT DADE
MY COMMISSION EXPIRES NOV 2 1982

rgk/1684c/2H

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: July 22, 1982