

176669

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Articles of Merger
filed 7-15-82

14 pgs.

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

ERIE TRUCK RENTAL, INC., a Pennsylvania Corporation not qualified in Florida

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

RYDER TRUCK RENTAL, INC.

Charter Number: 176669

Filing Date: July 15, 1982

176669^{DB}_{7/19}

RYDER SYSTEM INC.
3600 NW 82 Ave PO Box 520816
Miami Florida 33152

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



July 7, 1982

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

005 5747	7/12/82	30.00	16
005 5747	7/12/82	30.00	6
005 5747	7/12/82	60.00	TL

RE: Articles of Merger

Dear Sir:

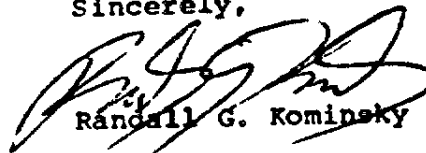
Enclosed is one original and two copies of the Articles of Merger and Plan of Merger pursuant to the laws of Florida, merging Erie Truck Rental, Inc. into Ryder Truck Rental, Inc. I would be appreciative if you would file the original and certify the copies and return them to me at the above address using the enclosed envelope.

I have also enclosed the required filing and certification fees of \$60.

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

Form	7-13-32
Accounting	AP 7/16
Date	7/19
By	RGK:le
Enclosure	cc: H. G. Stoeckert
cc: H. G. Stoeckert	

Sincerely,


Randall G. Kominsky

RECEIVED
JUL 15 11 24 AM
TALLAHASSEE, FLORIDA

C. TAX	_____
FILING	30.00
R. AGENT FEE	_____
2 - C. COPY	30.00
TOTAL	60.00
N. BANK	_____
B. LANCE DUE	_____
REFUND	_____

Called to
add for
accounting purposes
to merger

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

FILED

12 JUL 15 1962

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS, PURSUANT TO SECTION 607.234 OF THE FLORIDA GENERAL CORPORATIONS ACT, 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
ERIE TRUCK RENTAL, INC. (Merging Corporation)	Pennsylvania

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 Commonwealth of Pennsylvania. 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 RENT'L, INC.	100 Shares of Common Stock (Without Par Value)
ERIE TRUCK RENTAL, INC.	1,000 Shares of Common Stock (\$1.00 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 Commonwealth of Pennsylvania to consummate and make effective the merger.

10. This Plan shall be effective as of the 21st day of June, 1982, for accounting purposes only.

FIFTH: The Plan of Merger was adopted by the Shareholder of Erie Truck Rental, Inc., the Merging Corporation, on the 21st day of June, 1982, and was adopted by the Board of Directors of Ryder Truck Rental, Inc., the Surviving Corporation, on the 21st day of June, 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 law of the State of Florida and the Commonwealth of Pennsylvania applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be the 21st day of June, 1982, for accounting purposes only.

SIGNED this 21st day of June, 1982.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

ERIE TRUCK RENTAL, INC.
(The Merging Corporation)

By: Robert E. Butz
Senior Vice President

By: J. F. Hoff
President

Attest: Frank Ray Vincent
Assistant Secretary

Attest: Frederic R. Russell
Secretary

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 21st day of June, 1982, by ROBERT E. BUTZ, Senior Vice President of RYDER TRUCK RENTAL, INC., on behalf of the corporation.

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APR 21 1984
BONDED THRU GENERAL INS. UNDERWRITERS

My commission expires

Carol Bernades
(Notary Public)

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing instrument was acknowledged before me this 21st day of June, 1982, by HAROLD F. GREENMAN, President of ERIE TRUCK RENTAL, INC., on behalf of the corporation.

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES APR 21 1984
BONDED THRU GENERAL INS. UNDERWRITERS

My commission expires

Carol Bernades
(Notary Public)

(SEAL)

rgk/1709c/2H

PLAN OF MERGER

FILED

JUL 15 PM 2 39

THE
STATE OF FLORIDA

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

WHEREAS, Erie Truck Rental, Inc. is a corporation duly organized under the laws of the Commonwealth of Pennsylvania (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 Corporation are desirous of simplifying their business procedures, book-keeping and administrative structure and of eliminating duplicative functions;

NOW, THEREFORE, in consideration of the foregoing premises and the following mutual covenants, the parties, pursuant to the applicable provisions of the laws of the State of Florida and the Commonwealth of Pennsylvania, 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 Commonwealth of Pennsylvania. 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)
ERIE TRUCK RENTAL, INC.	1,000 Shares of Common Stock (\$1.00 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 Commonwealth of Pennsylvania to consummate and make effective the merger.

10. This Plan shall be effective as of the 21st day of June, 1982, for accounting purposes only.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this 21st day of June, 1982 by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By: *Robert E. Best*
Senior Vice President

ATTEST:

[Signature]
Assistant Secretary

VERIFIED:

By: *[Signature]*
Vice President

ERIE TRUCK RENTAL, INC.

By: *[Signature]*
President

ATTEST:

[Signature]
Secretary

VERIFIED:

By: *[Signature]*
Vice President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared ROBERT E. BUTZ and FRED RAY STUEVER, to me known and known to me to be the individuals described in and who executed the foregoing instrument 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 22 day of JUNE, 1982.

Cary Benavides
Notary Public

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION BECAME EFFECTIVE
BONDED THIS 10th DAY OF 1985

(Seal)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared WARREN F. HOFFMANN and THOMAS L. BASSON, to me known and known to me to be the individuals described in and who executed the foregoing instrument as VICE PRESIDENT and VICE PRESIDENT of the above named ERIE TRUCK RENTAL, INC., a Pennsylvania corporation, and severally acknowledged to and before me that they executed such instrument as such VICE PRESIDENT and VICE PRESIDENT, 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 22nd day of JUNE, 1982.

Cary Benavides
Notary Public

My Commission Expires: 1985

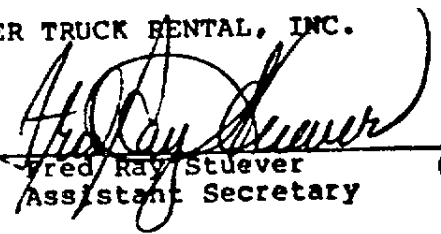
(Seal)

rgk/1674c/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

RLW
6/24/82

Dated: June 21, 1982

rgk/1719c/2H