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Articles of Merger

Filed 8-15-79, effective 8-20-79

15pgs.

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

A notification letter was mailed to:

Beverly Bayne
Post Office Box 520816
Miami, Florida 33162

Mailed: 2 Certified Copies

File Number: 61

Remittance Totaling: \$60.00

GAWS, INC., an Indiana Corporation not qualified in Florida

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

RYDER TRUCK RENTAL, INC.

Charter Number: 176669

Filing Date: August 15, 1979, effective August 20, 1979

176669

Word Processing: August 21, 1979

By: rr

merger

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



Law Department
305/593-3267

August 14, 1979

VIA EXPRESS MAIL

Secretary of State
Division of Corporations
Capitol Building
Tallahassee, Florida 32301

FILED
AUG 15 2 07 PM '79
TALLAHASSEE, FLORIDA
003 1653 30.00 OS
003 1683 30.00 OS

Re: Ryder Truck Rental, Inc. (Surviving Corporation)
GAWS, Inc. (Merging Corporation)

Gentlemen:

Please find enclosed the following:

1. Duplicate originals - Articles of Merger
2. Duplicate originals - Plan of Merger
3. Check No. 4924 in the amount of \$60.00
(recording fees: \$30; 2 certificates: \$30)

I would appreciate your forwarding to the undersigned
the two certified certificates upon completion.

Please call me collect at 305/593-3267 if you have
any questions.

Thank you in advance for your assistance

Very truly yours,

Beverly Bayne
Beverly Bayne
Administrative Secretary

Eff: 8-20-79

G. TAX	
FILING	30.00
R. AGENT FEE	
C. COPY	30.00
TOTAL	60.00
N. BANK	
BALANCE DUE	
REFUND	

bf

bb
enclosures

cc: Jeff Murphy

DOMESTIC CORPORATION AND FOREIGN CORPORATION

ARTICLES OF MERGER

FILED
AUG 15 2 56 PM 1973
TALLAHASSEE, FLORIDA

THE UNDERSIGNED CORPORATIONS, PURSUANT TO SECTION 607.234 OF THE FLORIDA GENERAL CORPORATIONS ACT AND SECTION 23-1-5-8 OF THE INDIANA GENERAL CORPORATION 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
GANS, INC. (Merging Corporation)	Indiana

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) GAWS, Inc., an Indiana corporation (the "Merging Corporation"), shall be merged into Ryder Truck Rental, Inc., a Florida corporation (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 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 undersigned corporations issued and outstanding are as follows:

Ryder Truck Rental, Inc.	100 Shares of Common Stock (Without Par Value)
GAWS, Inc.	50 Shares of Common Stock (Without 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 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 of the issued and outstanding shares of the Merging Corporation.

(4) The state of incorporation of the Surviving Corporation is and shall remain 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, is and shall remain 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) The Plan shall be effective as of the 20th day of August, 1979.

FIFTH: The Plan of Merger was adopted by the Shareholder of GAWS, Inc., the Merging Corporation, on the 13th day of August, 1979, and was adopted by the Board of Directors of Ryder Truck Rental, Inc., the Surviving Corporation, without approval of the Shareholders of said 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 Indiana applicable to the merger have been complied with.

SEVENTH: The effective date of the Certificate of Merger shall be the 20th day of August, 1979.

SIGNED this 13th day of August, 1979.

RYDER TRUCK RENTAL, INC.
(The Surviving Corporation)

By: *[Signature]*

President

Attest:

[Signature]
Assistant Secretary

Verified:

By: *[Signature]*

VICE PRESIDENT

GAWS, INC.
(The Merging Corporation)

By: *[Signature]*

President

Attest:

[Signature]
Assistant Secretary

Verified:

By: *[Signature]*

VICE PRESIDENT

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME
THIS 13th DAY OF AUGUST, 1979, BY *G. M. Young*,
~~THE~~ PRESIDENT OF RYDER TRUCK RENTAL, INC., ON BEHALF OF
THE CORPORATION.

MY COMMISSION EXPIRES May 29, 1982.

[Signature]
(NOTARY PUBLIC)

(REAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME
THIS 13th DAY OF AUGUST, 1979, BY Q M Young,
PRESIDENT OF GAWS, INC., ON BEHALF OF THE CORPORATION.

MY COMMISSION EXPIRES May 29, 1982.

Elizabeth Bayne
(NOTARY PUBLIC)

(SEAL)

jjm/2660b/2K

PLAN OF MERGER

FILED
AUG 15 2 56 PM 1979
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 GAWS, 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 duplicative functions;

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:

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)
GAWS, INC.	50 Shares of Common Stock (Without 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 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 20th day of August, 1979.

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused these presents to be executed by the below named officers, this 13th day of August, 1979, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By: *Jeffrey J. Murray*

President

Attest:

Jeffrey J. Murray
Assistant Secretary

Verified:

By: *R. Chatter*

VICE PRESIDENT

GAWS, INC.

By: *Jeffrey J. Murray*

President

Attest:

Jeffrey J. Murray
Assistant Secretary

Verified:

By: *R. Chatter*

VICE PRESIDENT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared P.M. Young and John J. Murphy, to me known and known to me to be the individuals described in and who executed the foregoing instrument as ~~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 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 13th day of August, 1979.

Beverly Bayne
Notary Public

My Commission Expires:

May 29, 1982

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me personally appeared P.M. Young and John J. Murphy, 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 GAWS, 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 13th day of August, 1979.

Beverly Bayne
Notary Public

My Commission Expires:

May 29, 1982

jjm/2661b/2K

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

Fred Ray Stuever
Assistant Secretary

Date: 8/13/79