

176669

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Articles of merger
filed 2-26-85

11 pgs.

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

ALL STATES TRUCK LEASING COMPANY, INC., a Wisconsin corporation not qualified in
Florida

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

RYDER TRUCK RENTAL, INC.

Surviving Charter Number: 176669

Filing Date: February 26, 1985

176669

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



Law Department
(305) 593-3267

February 25, 1985

VIA FEDERAL EXPRESS

Florida Secretary of State
Capitol Building
Tallahassee, Florida 32301

Attention: Mrs. Nettie Sims
Division of Corporations

Re: Merger of All States Truck Leasing Company, Inc.,
a Wisconsin corporation (Subsidiary) into Ryder
Truck Rental, Inc., a Florida corporation (Parent)

Dear Nettie:

Enclosed are duplicate originals, as well as two xerox
copies of the Articles of Merger, together with our check
representing:

Filing fee	\$ 30.00
3 certified copies	45.00
3 Certificates Under Seal evidencing this merger, together with a good standing statement	15.00
	<u>\$ 90.00</u>

FILED
1985 FEB 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon filing, I would appreciate your forwarding to me the
requested documents via Federal Express and I have enclosed
completed airbill so that it will be charged to our account.

Name	3-26-85
Availability	
Document	
W. P. Verifier	

Please do not hesitate to call me at 305/593-3267 if you have
any questions.

QUARTER TAX STAMP	
C. TAX	
FILING	30
R. AGENT FEE	
C. COPY	60
TOTAL	90
N. BANK	
Harold Schenker	
Fred Schenker	
Louise Naya	

Sincerely,

Beverly Bayne
Beverly Bayne
Paralegal

ARTICLES OF MERGER
OF
ALL STATES TRUCK LEASING COMPANY, INC.
(Subsidiary Corporation)

INTO

RYDER TRUCK RENTAL, INC.
(Parent Corporation)

FILED
FEB 26 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO SECTION 607.227 OF THE FLORIDA GENERAL
CORPORATION ACT, THE UNDERSIGNED CORPORATIONS ADOPT THE
FOLLOWING ARTICLES OF MERGER:

FIRST: Ryder Truck Rental, Inc. ("Parent
Corporation"), is a corporation organized under the Laws
of the State of Florida, owning all of the issued shares
of All States Truck Leasing Company, Inc. ("Subsidiary
Corporation"), a corporation organized under the laws of
the State of Wisconsin.

SECOND: The attached Plan of Merger was approved by
resolution of the Board of Directors of the Parent
Corporation.

THIRD: The number of outstanding shares of each
class of the Subsidiary Corporation and the number of
shares of each class owned by the Surviving Corporation
is:

Class	Number of Shares Outstanding	Number of Shares Owned by Parent
Common	59	59

FOURTH: The mailing of the Plan of Merger to the shareholders of the Subsidiary Corporation was waived by all the shareholders.

FIFTH: The effective date of the merger is the date of filing with the Secretary of State of Florida.

SIGNED this 25th day of February, 1985.

RYDER TRUCK RENTAL, INC.

By: Donald W. Estes
Donald W. Estes
President

Attest:

Fred Ray Stover
Fred Ray Stover
Assistant Secretary

(SEAL)

STATE OF FLORIDA
COUNTY OF DADE) ss:
)

The foregoing instrument was acknowledged before me this 25th day of February, 1985, by Donald W. Estes, President of Ryder Truck Rental, Inc. on behalf of the corporation.

Charles C. Baine
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1986
DONALD W. ESTES, PRESIDENT

bb/1976d/2D

PLAN OF MERGER

FILED

1985 FEB 26 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

WHEREAS All States Truck Leasing Company, Inc. is a corporation duly organized under the laws of the State of Wisconsin (the "Subsidiary Corporation"); and

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

WHEREAS the Parent and Subsidiary 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 Wisconsin, agree as follows:

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

2. The number of shares of the Subsidiary and Parent Corporations issued and outstanding are as follows:

RYDER TRUCK RENTAL, INC.
(Parent Corporation)

100 Shares of Common Stock
(Without Par Value)

ALL STATES TRUCK LEASING
COMPANY, INC.
(Subsidiary Corporation)

59 Shares of Common Stock
(Without Par Value)

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

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

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

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

6. The name of the Parent 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 Parent Corporation, on file with the Secretary of State of Florida, will remain the same and will constitute the Certificate of Incorporation of the Parent Corporation.

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

9. The Subsidiary Corporation and the Parent 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 Florida and the State of Wisconsin, to consummate and make effective the merger.

10. This Plan will be effective as of filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, the Parent Corporation and the Subsidiary Corporation have caused these presents to be executed by the below named officers, this 25th day of February, 1985, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.

By: Donald W. Estes
Donald W. Estes
President

Attest:

Fred Ray Stoeber
Fred Ray Stoeber
Assistant Secretary

Verified:

By:

James M. Heron
James M. Heron
Vice President

ALL STATES TRUCK LEASING
COMPANY, INC.

By: Edwin A. Huston
Edwin A. Huston
Vice President

Attest:

Jeffrey J. Murphy
Jeffrey J. Murphy
Assistant Secretary

Verified:

By:

Marshall B. Taylor
Marshall B. Taylor
Vice President

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared DONALD W. ESTES 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 25th day of
February, 1985.

Beverly Payne
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA

~~MY COMMISSION EXPIRES MAY 29 1988~~

BONDED THRU GENERAL INS. UNDERWRITERS

STATE OF FLORIDA)

) ss:

COUNTY OF DADE)

Before me personally appeared EDWIN A. HUSTON and JEFFREY 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 ALL STATE TRUCK LEASING COMPANY, INC. a Wisconsin 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 25th day of
February, 1985.

Beverly Payne
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA

~~MY COMMISSION EXPIRES MAY 29 1988~~

~~BONDED THRU GENERAL INS. UNDERWRITERS~~

bb/1975d/2D

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

I, Fred Ray Stuever, Assistant Secretary of RYDER TRUCK RENTAL, INC., the Parent 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: February 25, 1985