

176669

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Articles of Merger
filed 2-12-85

11 pgs.

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

ACADIANA LEASING, INC., a Louisiana corporation not qualified in Florida

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

RYDER TRUCK RENTAL, INC.

Surviving Charter Number: 176669

Filing Date: February 12, 1985

176669

RYDER SYSTEM INC.
3800 NW 82 Ave PO Box 530816
Miami Florida 33152



Law Department
(305) 593-3267

February 11, 1985

VIA FEDERAL EXPRESS

Florida Secretary of State
Capitol Building
Tallahassee, Florida 32301

006 3932	2/15/85	30.00	14
006 3932	2/15/85	25.00	5
006 3932	2/15/85	55.00	TL

Attention: Mrs. Nettie F. Sims
Division of Corporations

Re: Merger of Acadiana Leasing, Inc., a Louisiana
corporation (Subsidiary) into Ryder Truck
Rental, Inc., a Florida corporation (Parent)

Dear Nettie:

Please find enclosed duplicate originals of the Articles of
Merger regarding the above, together with our check representing:

Filing fee	\$ 30.00
Certified Copy	15.00
Two Certificates Under Seal	10.00
	<u>\$ 55.00</u>

Upon filing, I would appreciate your forwarding the requested
documents to my attention via Federal Express and a completed
Airbill is also enclosed so that it will be charged to our
account.

Merger If you have any questions or problems, please do not hesitate
to call me collect at 305/593-3267.

Name	Availability	2-12-85
Document Examiner	Updater	2-12-85
Updater	Verifier	2-12-85
Acknowledgement	W. P. Verifier	2-12-85

Thank you for your assistance.
C. TAX
FILING 30
CASH R. AGENT FEE
2-12-85
C. COPY 25
TOTAL 55
H. BANK
B. 100 DUE
Harold Schenker
Fred Stuever

Sincerely,

Beverly Bayne
Beverly Bayne
Paralegal

FILED
ST 17 403

ARTICLES OF MERGER
OF
ACADIANA LEASING, INC.
(Subsidiary Corporation)
INTO
RYDER TRUCK RENTAL, INC.
(Parent Corporation)

FILED
FEB 12 1967

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 Acadiana Leasing, Inc. ("Subsidiary Corporation"), a corporation organized under the laws of the State of Louisiana.

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	1,000	1,000

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 11th day of February, 1985.

RYDER TRUCK RENTAL, INC.

By: Donald W. Estes

Donald W. Estes
President

Attest:

Fred Ray Stuever
Fred Ray Stuever
Assistant Secretary

(SEAL)

STATE OF FLORIDA

) SS:

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 11th day of February, 1985, by Donald W. Estes, President of Ryder Truck Rental, Inc. on behalf of the corporation.

Beverly B. Baine
Notary Public

My commission expires:

bb/1955d/2D

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1986
BONDED THRU GENERAL INS. UNDERWRITERS

PLAN OF MERGER

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

WHEREAS Acadiana Leasing, Inc. is a corporation duly organized under the laws of the State of Louisiana (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 Louisiana, 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 Louisiana. 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)
ACADIANA LEASING, INC. (Subsidiary Corporation)	1,000 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 Louisiana, 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 11th 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:

Ray Stuever
Ray Stuever
Assistant Secretary

Verified:

By:

James M. Eason
James M. Eason
Vice President

ACADIANA LEASING, 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 11th day of February, 1985.

Bonny Payne
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1986
BOND DTHS 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 ACADIANA LEASING, INC., a Louisiana 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 11th day of February, 1985.

Bonny Payne
Notary Public

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES MAY 29 1986
BOND DTHS GENERAL INS. UNDERWRITERS

bb/1956d/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 11, 1985