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Articles of Merger
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C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-8298

City State Zip Phone

CORPORATION(S) NAME

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Merger
Ryder Truck Leasing, Inc.
Merged into
Ryder Truck Rental, Inc.

- () Profit
() NonProfit
() Foreign
() Limited Partnership
() Reinstatement
() Amendment
() Dissolution/Withdrawal
() Annual Report
() Reservation
() Other
() Change of R.A.
() Fictitious Name
() Mark
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

RYDER TRUCK LEASING, INC., a Florida corporation P94000035928

INTO

RYDER TRUCK RENTAL, INC., a Florida corporation, 176669

File date: December 21, 1994

Corporate Specialist: Annette Hogan

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

RYDER TRUCK LEASING, INC.
(Subsidiary corporation)

INTO

RYDER TRUCK RENTAL, INC.
(Parent corporation)

* * * * *

Pursuant to Sections 607.1104 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations hereby adopt the following Articles of Merger:

FIRST: Ryder Truck Rental, Inc., a Florida corporation, is the owner of all of the outstanding shares of Ryder Truck Leasing, Inc., a Florida corporation.

SECOND: The attached Plan of Merger (the "Plan"), which is incorporated herein by reference, was adopted by the Board of Directors of Ryder Truck Rental, Inc. on November 17, 1994. The Plan was adopted by the Board of Directors of Ryder Truck Leasing, Inc. on November 17, 1994.

THIRD: Shareholder approval is not required because a wholly-owned subsidiary, Ryder Truck Leasing, Inc., is being merged into its parent corporation, Ryder Truck Rental, Inc.

FOURTH: Since Ryder Truck Rental, Inc. is the sole shareholder of Ryder Truck Leasing, Inc., there are no other shareholders of the subsidiary corporation, Ryder Truck Leasing, Inc., to be notified of the merger or to whom a copy of the Plan of Merger should be mailed.

FIFTH: The effective date of the merger is upon filing with
the Florida Secretary of State's Office.

Signed this 9th day of December, 1994.

RYDER TRUCK RENTAL, INC.
(Parent Corporation)

By: 

James M. Herron
Vice President

RYDER TRUCK LEASING, INC.
(Subsidiary Corporation)

By: 

James M. Herron
Vice President

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PLAN OF MERGER

RYDER TRUCK LEASING, INC.
(Merging Corporation)

into

RYDER TRUCK RENTAL, INC.
(Surviving Corporation)

* * * * *

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

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

WHEREAS, the Surviving Corporation 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 Corporation and the Merging Corporation are desirous of simplifying their business procedures, bookkeeping and administrative structures 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, agree as follows:

1. The Merging Corporation will be merged into the Surviving Corporation and, as of the close of business on the effective date of such merger, the Merging Corporation shall cease to exist and will no longer exercise its rights, powers, privileges, and franchises, pursuant to the laws of the State of Florida. The Surviving Corporation shall succeed to the property and assets of and shall exercise all of the rights, powers, privileges and franchises of the Merging Corporation and will assume and be liable for all of the debts, obligations and liabilities, if any, of the Merging Corporation.

2. The number of issued and outstanding shares of the Merging Corporation and the Surviving Corporation are as follows:

Ryder Truck Rental, Inc. (Surviving Corporation)	100 shares of Common Stock (no par value)
Ryder Truck Leasing, Inc. (Merging Corporation)	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 shall 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. Pursuant to the applicable statutory provisions, this merger does not require the approval of the shareholders of the Surviving Corporation or the Merging Corporation. The conditions of the statutes have been complied with as follows:

(a) All of the outstanding shares of capital stock of the Merging Corporation are currently owned, and on the effective date of this merger will be owned by the Surviving Corporation.

(b) This Plan of Merger does not conflict with or make any amendments to the Restated Articles of Incorporation or the By-Laws of the Surviving Corporation.

(c) Since all shares of the Merging Corporation are owned by the Surviving Corporation, notice of the merger need not be given to shareholders of the Merging Corporation.

5. The State of Incorporation of the Surviving Corporation is and shall remain the State of Florida.

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

7. The name of the Surviving Corporation, upon the effective date of the merger, will continue to be Ryder Truck Rental, Inc.

8. The Restated Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Plan,

shall continue in full force and effect as the Restated Articles of Incorporation of the Surviving Corporation.

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

10. 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 Florida to consummate and make effective the merger.

11. This Plan of Merger will become effective upon filing with the Florida Secretary of State's Office.

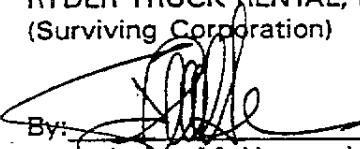
IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have caused this Plan of Merger to be executed by the below named officers, this 9th day of December, 1994, by direction of the Board of Directors of each corporation.

Attest:


H. Judith Chozianin, Secretary

RYDER TRUCK RENTAL, INC.
(Surviving Corporation)

By:


James M. Herron, Vice President

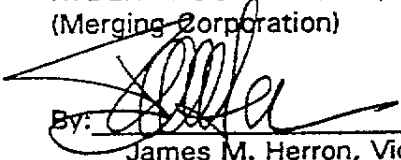
(Corporate Seal)

Attest:


Gina S. Russ, Assistant Secretary

RYDER TRUCK LEASING, INC.
(Merging Corporation)

By:

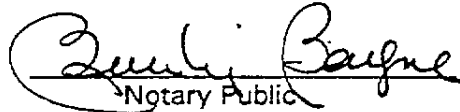

James M. Herron, Vice President

(Corporate Seal)

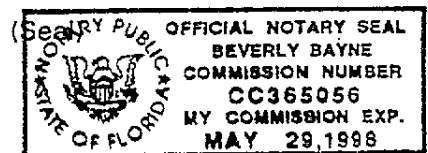
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared James M. Herron and H. Judith Chozianin, to me known and known to me to be the individuals described in and who executed the foregoing instrument as Vice President and Secretary of Ryder Truck Rental, Inc., a Florida corporation, and severally acknowledged to and before me that they executed such instrument as such Vice 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 9th day of December, 1994.

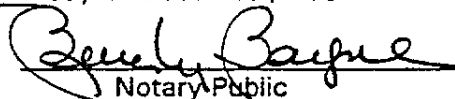

Notary Public

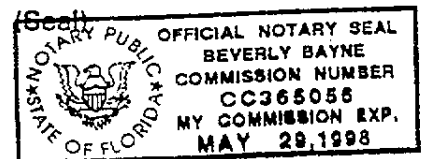
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)



Before me personally appeared James M. Herron and Gina S. Russ, 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 Ryder Truck Leasing, 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 9th day of December, 1994.


Notary Public



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