

176669

600002471826-8

Articles of Merger
filed 3-31-89

8 pgs.

Chapter Number Only

176669

VALIDATION ONLY

C T CORPORATION SYSTEM

Requester's Name

1311 Executive Center Drive, Suite 200

Address

Tallahassee, Florida 32301 (904) 656-0220

City State ZIP Phone

CALL CORPUS OR MELANIE IF ANY PROBLEMS
CORPORATION(S) NAME

04/12/89 00277 002
MERGERS
CERT/PHOTO COPY 55.00
MERGER 40.00
=====

TOTAL 105.00

FILED
MAR 30 4:30
TALLAHASSEE
SECRETARY OF STATE

Atlas Trucking, Inc.

merging into:

Ryder Truck Rental, Inc.

OKayed to file
3/31/89

- | | | |
|--|--|--|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input checked="" type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input checked="" type="checkbox"/> Certificate Under Seal <i>Re-Merge</i> |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> Mail Out |

Name	3/31/89
Availability	ADH 3/1/89
Document	ADH
Examiner	ADH
Updater	ADH
Verifier	ADH
Acknowledgment	ADH
W.P. Verifier	ADH

CI12E031 (118-85)

4-5-89
3:00

C. TAX _____
FILING _____ 40
R. AGENT FEE _____
22. COPY & CUD _____ 65
TOTAL _____ 105
N. DANK _____
BALANCE DUE _____
REFUND _____

176669

ARTICLES OF MERGER

NAMES OF MERGED
CORPORATION(S)

STATE OF
INCORPORATION

CHARTER NUMBER(S),
IF APPLICABLE

ATLAS TRUCKING, INC.

Michigan

-----MERGING INTO-----

NAME OF SURVIVING
CORPORATION

STATE OF
INCORPORATION

CHARTER NUMBER,
IF APPLICABLE

RYDER TRUCK RENTAL, INC.

Florida

176669

IF DIFFERENT, THE NAME OF THE SURVIVING CORPORATION IMMEDIATELY PRIOR TO
THE FILING OF THE MERGER DOCUMENTS:

Filed Date: 3-31-89

Effective Date, if applicable:

Document Examiner: AJH

ARTICLES OF MERGER

of

ATLAS TRUCKING, INC.
(Subsidiary Corporation)

into

RYDER TRUCK RENTAL, INC.
(Parent Corporation)

FILED
MAR 31 1989
11:43 AM
FBI - MIAMI

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., is a corporation organized under the laws of the State of Florida, owning at least ninety per cent (90%) of the shares of Atlas Trucking, Inc., a corporation organized under the laws of the State of Michigan.

SECOND: The attached Plan of Merger was approved by resolution of the Board of Directors of Ryder Truck Rental, Inc.

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:

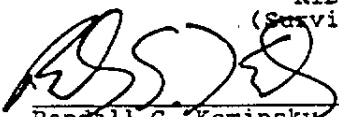
<u>Class</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned by Parent</u>
common	85,000	85,000

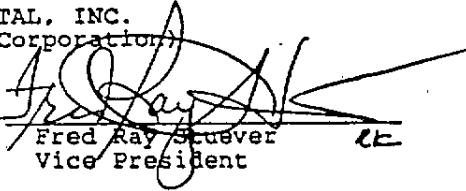
FOURTH: The mailing of the Plan of Merger to the shareholders of the subsidiary corporation was waived by all the shareholders.

FIFTH: The effective date of the merger, for accounting purposes only, is February 4, 1989.

SIGNED THIS 28th day of March, 1989.

RYDER TRUCK RENTAL, INC.
(Surviving Parent Corporation)


Randall G. Kominsky
Assistant Secretary
Attest to:

By: 
Fred Ray Stuever
Vice President

PLAN OF MERGER

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

WHEREAS, Atlas Trucking, Inc. is a corporation duly organized under the laws of the State of Michigan (hereinafter the "Subsidiary Corporation"); and

WHEREAS, the Parent Corporation 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, book-keeping 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 Michigan, agree as follows:

1. The Subsidiary Corporation will be merged into the Parent Corporation and, as of the close of business on 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 Michigan. The Parent Corporation will be the surviving corporation and shall 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, obligations 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 (no par value)
Atlas Trucking, Inc. (Subsidiary Corporation)	85,000 shares of Common Stock (\$1.00 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 continue to be Ryder Truck Rental, Inc.

7. The Certificate of Incorporation of the Parent Corporation, as in effect on the date of the merger provided for in this agreement, shall continue in full force and effect as the Articles of Incorporation of the Parent Corporation, the survivor.

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 Michigan, to consummate and make effective the merger.

10. This Plan will be effective on February 4, 1989 for accounting purposes only.

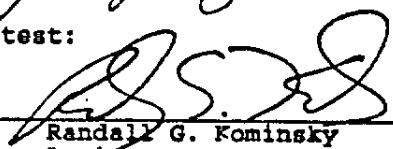
IN WITNESS WHEREOF, the Parent Corporation and the Subsidiary Corporation have caused these presents to be executed by the below named officers, this 28th day of March, 1989, by direction of the Board of Directors of each corporation.

RYDER TRUCK RENTAL, INC.
(Parent Corporation)

By:  RK

Fred Ray Staever
Vice President

Attest:


Randall G. Kominsky
Assistant Secretary

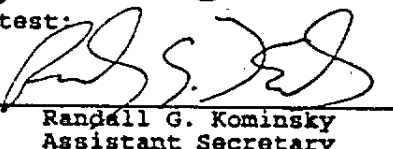
(CORPORATE SEAL)

ATLAS TRUCKING, INC.
(Subsidiary Corporation)

By:  RK

Fred Ray Staever
Vice President

Attest:


Randall G. Kominsky
Assistant Secretary

(CORPORATE SEAL)

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared Fred Ray Stuever and Randall G. Kominsky, 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 28th day of March, 1989.

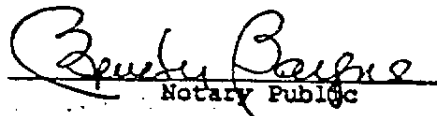

Notary Public

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAY 29, 1990 (Seal)
BONDED THRU GENERAL INS. UND.

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

Before me personally appeared Fred Ray Stuever and Randall G. Kominsky, 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 Atlas Trucking, Inc., a Michigan 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 28th day of March, 1989.


Notary Public

NOTARY PUBLIC STATE OF FLORIDA (Seal)
MY COMMISSION EXP. MAY 29, 1990
BONDED THRU GENERAL INS. UND.

CORP/207