

176669

Articles of merger  
filed 12-10-86

600002537216--4

12 pgs.

176669

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

-----

THE MOTOR TRANSPORTATION COMPANY, a Missouri corporation not qualified in Florida

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

RYDER TRUCK RENTAL, INC.

Surviving Document Nubmer: 176669

File Date: December 10, 1986



RYDER SYSTEM, INC.

3600 NW 82nd Avenue  
Miami, Florida 33166

Law Department

(305) 593-\_\_\_\_\_

12/24/86 011  
COURIER  
Return When Ready  
December 9, 1986 PHOTO COPY  
MERGERS 35  
MERGER 30  
=====

VIA FEDERAL EXPRESS

TOTAL 65

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32301

Attention: Ms. Mary Kacur  
Division of Corporations

Re: Merger of The Motor Transportation Company  
into Ryder Truck Rental, Inc.

Dear Mary:

Enclosed is the executed Articles of Merger (in tripli-  
cate), together with my personal check in the amount of  
\$65.00 representing:

- \$ 30.00 - filing fee
- \$ 30.00 - two certified copies
- \$ 5.00 - one certificate evidencing the merger,  
together with a statement that the sur-  
viving corporation is in good standing

Also enclosed are two completed Federal Express airbills.  
Please send one certified copy to my attention at the  
above address, and send the other certified copy and the  
Certificate to:

C T Corporation System  
8751 West Broward Boulevard  
Plantation, Florida 33324

Attention: Mr. Peter F. Souza

-continued-

|          |     |
|----------|-----|
| For      | BLT |
| Exhibit  | BLT |
| Updator  | BLT |
| Verifier | BLT |
|          | BLT |
|          | BLT |

|          |    |
|----------|----|
| R. AGENT | 30 |
| cert     | 5  |
| C. COPY  | 30 |
| TOTAL    | 65 |
| N. B. K. |    |

RECEIVED  
1986 DEC 10 AM 9 48  
DEPT. OF STATE  
DIVISION OF CORPORATIONS

one way  
the other

Ms. Mary Kacur  
Secretary of State  
December 9, 1986  
Page 2

If you have any questions or problems, please call me at  
305/593-3267.

Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, appearing to read "Beverly Bayne", written over a horizontal line.

Beverly Bayne  
Paralegal

1136A  
enclosures

cc: Randy Kominsky  
Jeff Murphy  
Harold Schenker  
Fred Ray Stuever

ARTICLES OF MERGER

of

THE MOTOR TRANSPORTATION COMPANY  
(Subsidiary Corporation)

into

RYDER TRUCK RENTAL, INC.  
(Parent Corporation)

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 all of the shares of THE MOTOR TRANSPORTATION COMPANY, a corporation organized under the laws of the State of Missouri.

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 Parent Corporation is:

| Class  | Number of Shares<br>Outstanding | Number of Shares<br>Owned by Parent |
|--|---------------------------------|-------------------------------------|
| common stock<br>\$1 par value                                      | 62,360                          | 62,360                              |
| Series #1 -<br>5% Cumulative<br>Preferred Stock<br>\$100 par value | 5,795.5                         | 5,795.5                             |
| Series #2 -<br>6% Cumulative<br>Preferred Stock<br>\$100 par value | 2,839.5                         | 2,839.5                             |

| <u>Class</u>  | <u>Number of Shares<br/>Outstanding</u> | <u>Number of Shares<br/>Owned by Parent</u> |
|---|---|---|
| Series #3A -<br>6% Cumulative<br>Preferred Stock<br>\$1 par value | 106,675                                 | 106,675                                     |
| Series #3B -<br>6% Cumulative<br>Preferred Stock<br>\$9 par value | 106,675                                 | 106,675                                     |

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.

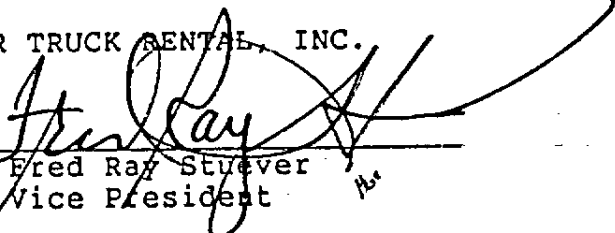
SIGNED this 8th day of December, 1986.

Attest:

  
Randall G. Kominsky  
Assistant Secretary

RYDER TRUCK RENTAL, INC.

By:

  
Fred Ray Stuever  
Vice President

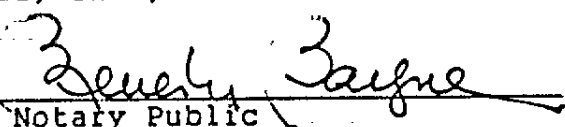
(Seal)

STATE OF FLORIDA )

COUNTY OF DADE )

ss:

The foregoing instrument was acknowledged before me this 8th day of December, 1986, by Fred Ray Stuever, Vice President of Ryder Truck Rental, Inc., on behalf of the corporation.

  
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 27, 1990  
BONDED THRU GENERAL INV. UND.

(Seal)

0381C

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 The Motor Transportation Company is a corporation duly organized under the laws of the State of Missouri (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, 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 Missouri, 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 Missouri.

All of the property, rights, privileges, leases and patents of the Subsidiary Corporation are to be transferred to and become the property of the Parent Corporation, the survivor.

The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

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

RYDER TRUCK RENTAL, INC.

100 Shares of Common Stock  
(Without Par Value)

101,761 shares of \$1.20  
Convertible Exchangeable  
Preference Stock (\$1.00 Par  
Value)

THE MOTOR TRANSPORTATION  
COMPANY

62,360 shares of Common  
Stock (\$1.00 par value)

5,795.5 shares of Series #1 -  
5% Cumulative Preferred Stock  
(\$100 par value)

2,839.5 shares of Series #1 -  
6% Cumulative Preferred Stock  
(\$100 par value)

106,675 shares of Series #3A -  
6% Cumulative Preferred Stock  
(\$1 par value)

106,675 shares of Series #3B -  
6% Cumulative Preferred Stock  
(\$9 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 Missouri, to consummate and make effective the merger.

10. It is agreed that, upon and after the issuance of a Certificate of Merger by the Secretary of State of the State of Missouri:

(a) The Parent Corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the Parent corporation;

(b) The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the Parent Corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is:

Post Office Box 020816  
3600 N.W. 82nd Avenue  
Miami, Florida 33166


Attention: General Counsel

(c) The Parent Corporation will promptly pay to the dissenting shareholders of the Subsidiary Corporation which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

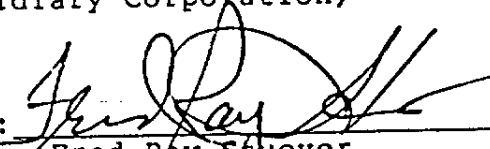
10. This Plan will be effective as of filing with the Secretary of State of Florida.

IN WITNESS WHEREOF, the Parent Corporation and the  
Subsidiary Corporation have caused these presents to be  
executed by the below named officers, this 8th day of  
December, 1986, by direction of the Board of Directors of  
each corporation.

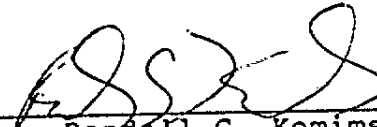
RYDER TRUCK RENTAL, INC.  
(Parent Corporation)

By:   
Fred Ray Stuever  
Vice President


THE MOTOR TRANSPORTATION COMPANY  
(Subsidiary Corporation)

By:   
Fred Ray Stuever  
Vice President

Attest:

  
Randall G. Kominsky  
Assistant Secretary

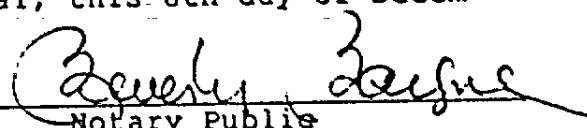
Attest:

  
Randall G. Kominsky  
Assistant Secretary

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 corpo-  
ration, 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 8th day of Decem-  
ber, 1986.

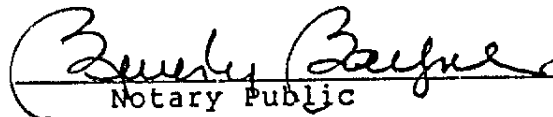
  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA (Seal)  
MY COMMISSION EXP. MAY 20, 1990  
BORNED 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 THE MOTOR TRANSPORTATION COMPANY, a Missouri 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 8th day of December, 1986.

  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. MAY 22, 1990  
BONDED THRU GENERAL INV. UND.

(Seal)

0380C

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

I, Randall G. Kominsky, 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: 

Randall G. Kominsky  
Assistant Secretary

Date: December 8, 1986

0380C