

314339

Articles of Merger
filed 12-1-76

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10 pgs.

M E R G E R

METROPOLITAN EQUIPMENT CORPORATION # 208262

MERGING INTO:

✓ RYDER TRUCK LINES, INC., # 314339

FILED DECEMBER 1, 1976

/lf

314339

Frank
12-7-76

C T CORPORATION SYSTEM



November 30, 1976

Secretary of State
Att: Mrs Nettie Sims
Div. of Corporations
The Capitol
Tallahassee, Fla 32304

RE: METROPOLITAN EQUIPMENT COMPANY (FLA.DOM.)
Merging into: RYDER TRUCK LINES, INC. (FLA.DOM.)

Dear Mrs. Sims:

Pursuant to the instructions of counsel, Anson W. H. Taylor, Esq.
1500 Walnut Street, Philadelphia, Pa. 19102, we enclose executed
Agreement of Merger with our check in the amount of \$30.00.

Please place the merger on file as of Wednesday, December 1, 1976
informing this office by collect telephone as soon as filed.

If for any reason the merger cannot be filed as of December 1,
please telephone this office.

Please certify the extra copy and return same to this office. Our
check for \$15.00 is attached.

Very truly yours,

C T CORPORATION SYSTEM

George Lewis
GEORGE LEWIS
Assistant Secretary

called 12/1/76

We were informed by telephone
that both companies are in good
standing in your state.

C. TAX
FILED
RECEIVED
DATE
TIME
BY
OFFICE
STATE

JL:ss
Encls.



Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304

December 3, 1976

BRUCE A. SMATHERS
SECRETARY OF STATE

C T CORPORATION SYSTEM
123 South Broad Street
Philadelphia, Pa. 19109

Telephone Number:
904/488-3140

CHARTER NUMBER:
314339

SUBJECT: RYDER TRUCK LINES, INC. MERGER

This will acknowledge receipt of the following:

- 1. Check in the amount of \$ 45.
- 2. Articles of Incorporation filed
- 3. Amendment to Articles of Incorporation filed
- 4. Articles of Merger or Consolidation filed December 1, 1976.
- 5. Certificate of Withdrawal filed
- 6. Limited Partnership filed
- 7. Trademark Application filed
- 8. Application for qualification filed _____ It is no longer required to issue a permit. A certificate under seal to this effect may be obtained for \$5.
- 9. Reinstatement filed
- 10. Dissolution filed
- 11. Other:

ENCLOSED:

- 1. Certified Copy(ies)
- 2. Certificate(s) Under Seal
- 3. Photocopy(ies)
- 4. Other:

DIVISION OF CORPORATIONS

Corp. 100 (Corp. 2)
05/03/76
/lf

ARTICLES OF MERGER
OF
METROPOLITAN EQUIPMENT CORPORATION
INTO
RYDER TRUCK LINES, INC.

* * * * *

Pursuant to the provisions of Section 76 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger and the States under the laws of which they are respectively organized are:

<u>Name of Corporation</u>	<u>State</u>
Metropolitan Equipment Corporation	Florida
Ryder Truck Lines, Inc.	Florida

SECOND: The name of the surviving corporation is Ryder Truck Lines, Inc., and it is to be governed by the laws of the State of Florida.

THIRD: The following Plan of Merger was duly approved and adopted by the board of directors of the surviving corporation in the manner prescribed by the Florida General Corporation Act:

PLAN OF MERGER

1. The name of the subsidiary corporation proposing to merge is Metropolitan Equipment Corporation (hereinafter sometimes called the "Subsidiary Corporation") and the State in which it is incorporated is Florida.

The name of the corporation into which the Subsidiary Corporation proposes to merge and which owns one hundred percent (100%) of the outstanding shares of the Subsidiary Corporation is Ryder Truck Lines, Inc. (hereinafter called the "Surviving Corporation"), and the State in which it is incorporated is Florida.

2. The Articles of Incorporation of the Surviving Corporation shall continue in full force and effect, and no change in the Articles of Incorporation shall occur as a result of the merger.

3. No change shall occur as a result of the merger with respect to the By-Laws of the Surviving Corporation.

4. The Subsidiary Corporation hereby agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Subsidiary Corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Subsidiary Corporation and the proper officers and directors

of the Surviving Corporation are fully authorized in the name of the Subsidiary Corporation or otherwise to take any and all such action.

5. Upon the merger becoming effective, the Surviving Corporation shall assume and shall be responsible for all of the liabilities and obligations of the Subsidiary Corporation.

6. The manner and basis of dealing with the outstanding shares of capital stock of the Surviving Corporation and the Subsidiary Corporation shall be as follows:

(a) Each share of the capital stock of Ryder Truck Lines, Inc. outstanding at the effective date of the merger shall continue to be one share of the capital stock of the Surviving Corporation from and after the effective date of the merger;

(b) All of the shares of capital stock (whether or not issued and outstanding) of the Subsidiary Corporation and all rights with respect thereto shall be eliminated and shall cease to exist at the effective date of the merger, and the certificates representing such shares shall be cancelled upon the surrender of such shares and no shares or other securities or obligations or cash of the Surviving Corporation shall be issued in exchange therefor; and

(c) Each share of the capital stock of the Surviving Corporation continuing outstanding in accordance herewith shall be duly and validly issued, fully paid and non-assessable.

7. To carry out this Plan of Merger, the President or any Vice President, and the Secretary or any Assistant Secretary, of each of the corporations, upon approval of this Plan of Merger, shall be vested with full authority to do and perform each and every act or thing necessary or proper to be done or performed in order to give effect to and to consummate this Plan of Merger.

8. The merger contemplated herein will become effective upon the filing of Articles of Merger, duly executed and approved, with the Secretary of State of Florida.

9. This Plan of Merger may be terminated at any time prior to the filing of the Articles of Merger with the Secretary of State of Florida by the Board of Directors of the Subsidiary Corporation or the Surviving Corporation.

FOURTH: The number of outstanding shares of the subsidiary corporation and the number of such shares owned by the surviving corporation are as follows:

<u>Subsidiary Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Owned</u>
Metropolitan Equipment Corporation	3,000	3,000

There is only one class of shares outstanding.

FIFTH: The surviving corporation, the holder of all the outstanding shares of the subsidiary corporation, waived the mailing of a copy of the Plan of Merger.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Merger to be executed in its name by its President or Vice President and Secretary or Assistant Secretary, as of the *29th* day of November, 1976.

ER TRUCK LINES, INC.

By

J. B. Gentry
Vice President

ATTEST:

Robert H. Steer
Assistant Secretary

