

314339

Articles of Merger (#1)

filed 10-26-79

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(See microfilm for better copies.)

9 pgs.

**NOTICE - FOREIGN CORPORATION NOT QUALIFIED
IN FLORIDA, DTCO A FLORIDA CORPORATION**

A notice letter was mailed to:

COMPASS CORPORATION SYSTEM

100 S. ...
TALLAHASSEE, FLA. 32304

Mailed ...
File Number: 253

Remittance totaling: \$60.00

ORLANDO BORDER EXPRESS, INC., an Arkansas Corporation, not qualified in Florida

Merging with

RYDRA TRUCK LINES, INC.

Charter number: 11339

Filing Date: October 26, 1979

C T CORPORATION SYSTEM

Associated with The Corporation Trust Company
123 SOUTH BROAD STREET, PHILADELPHIA, PA. 19109 (215) 775-1000

Handwritten initials

October 22, 1979 / 29 / 314339
006 1 30.00
7097, 10/29 / 30.00
006 26 30.00

Secretary of State
Division of Corporations
The Capitol, 1000 St.
Tallahassee, FL 32304

Attn: Mrs. Martha Sims
Internal and Confidential

RE: **ALPHA POWER SYSTEM, INC. (FLA.)**
METRODEL DELAWARE BORNEO EXPRESS, INC. (ARK.)

Col. H. Beverly Chadwick, Asst. Gen. Cnl.
10 INTERNATIONAL CORPORATION
1500 Walnut St.
Phila. PA 19102

Dear Mrs. Sims:

Pursuant to the instructions of counsel, we enclose originals and two
certified copies of merger between the above corporations.

On Friday, October 19, 1979, thereafter forwarding the
same to this office together with two (2) certified copies of
the same to the State.

We have enclosed a check in the amount of \$50.00 to cover the filing and
certification fees.

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Handwritten: No record

FILED
OCT 26 10 12 AM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THOMAS J. HARRIS
SECRETARY OF STATE

ARTICLES OF
INCORPORATION
OF
OKLAHOMA BORDER EXPRESS, INC.

STATE OF
FLORIDA
TALLAHASSEE

RYDER TRUCK LINES, INC.

Pursuant to section 607.127 of the Florida General Corporation Act. The undersigned corporations adopt the following Articles of Merger:

FIRST: Ryder Truck Lines, Inc., is a corporation organized under the laws of the State of Florida owning at least 90 percent of the shares of Oklahoma Border Express, Inc., a corporation organized under the laws of the State of Arkansas.

SECOND: The following Plan of Merger was approved by resolution of the Board of Directors of Ryder Truck Lines, Inc. on December 21, 1978.

PLAN OF MERGER

1. The name of the corporation proposing to merge is Oklahoma Border Express, Inc. (hereinafter called the "Merging Corporation") and the State in which it is incorporated is Arkansas.

The name of the corporation into which it proposes to merge is Ryder Truck Lines, Inc. (hereinafter called the "Surviving Corporation"), and the State in which it is incorporated is Florida.

2. Ryder Truck Lines, Inc. owns all of the issued and outstanding capital stock of Oklahoma Border Express, Inc.

... on the basis of ...
capital stock of the surviving corporation and the ...
corporation shall be as follows:

(a) Each share of the capital stock of ...
... 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 the capital stock (whether or
not issued and outstanding) of the merging corporation and all
rights with respect thereto shall be eliminated and shall cease
to exist at the effective date of the merger, and the certifi-
cates 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.

2. 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
... necessary or proper to be done or performed in order to give
effect to and to consummate this plan of merger.

3. The Certificate of Incorporation of Ryder Truck Lines shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation, and no change in the Certificate of Incorporation shall occur as a result of the merger.

4. No change shall occur as a result of the merger with respect to the By-Laws of Ryder Truck Lines, Inc., which shall continue to govern the Surviving Corporation.

5. The Merging 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 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 invest and confirm to the Surviving Corporation title to and possession of any property of the Merging 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 Merging Corporation and the proper officers and directors of the Surviving Corporation or otherwise to take any and all such action.

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

7. The manner and basis of dealing with the outstanding shares of capital stock of the Surviving Corporation and the Merging 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 the capital stock (whether or not issued and outstanding) of the Merging 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.

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.

2. 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 and the Secretary of State of Arkansas.

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	1,620	1,620

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

FIFTH: The merger will become effective upon the filing of Articles of Merger, duly executed and approved with the Secretary of State of Florida and the Secretary of State of Arkansas.

6. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Florida which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of the Florida General Corporation Act with respect to the rights of dissenting shareholders.

Witness this 27th day of September, 1979.

RYDER TRUCK LINES, INC.

By: W. H. Ornd
W. H. Ornd
Senior Vice President

W. H. Ornd
Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this
20th day of September, 1979, by J. R. Wilson, Assistant Secretary
of Pylar Truck Lines, Inc. on behalf of the Corporation.

My Commission Expires: October 30, 1982

Rebecca Ann Holliday
Notary Public

(62A)