

314339

Articles of Merger (#2)

filed 12-21-83, eff. 12-31-83 700002537297--3

10 pgs.

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

METRIC ASSOCIATES, a California Corporation not qualified in Florida

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

RYDER/P-I-E- NATIONWIDE, INC.

Charter Number: 314339

Filing Date: December 21, 1983, effective December 31, 1983

314339

1-121/83

STATE OF FLORIDA

Rogers, Towers, Bailey, et al

116 1/2 E. Jefferson Street
Tallahassee, Florida 32301

Call Donna or Pat if any problems
222-7200.

State ZIP Phone #

CORPORATION(S) NAME

NOV

Metric (Associates), a California
into Corporation
Byder / P-I-E Nationwide, Inc.

10

<input type="checkbox"/> PROFIT	<input type="checkbox"/> AMENDMENT	<input checked="" type="checkbox"/> MERGER
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> RE-STATEMENT
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input type="checkbox"/> OTHER	<input type="checkbox"/> CERTIFICATE UNDER SEAL
<input checked="" type="checkbox"/> CERTIFIED COPY	<input type="checkbox"/> PHOTO COPIES	<input type="checkbox"/> CERTIFICATE UNDER SEAL
<input checked="" type="checkbox"/> WALK IN	<input type="checkbox"/> WILL WAIT	<input type="checkbox"/> PICK UP
<input type="checkbox"/> MAIL OUT	<input type="checkbox"/> CALL	<input type="checkbox"/> AFTER HOURS

FILED
NOV 21 1983
TALLAHASSEE, FLORIDA

Signature	12/21/83
Print Name	DT
Address	DT
City	
State	
Zip	
Acknowledgment	
Verifies	

EFFECTIVE DATE
12-31-83 3:15 PM
12/21/83

CHARTER TAX STAMP

C. TAX	_____
FILING	_____
R. AGENT FEE	50
C. COPY	15
TOTAL	45
R. FEE	_____
F. FEE	_____
R. FEE	_____

EFFECTIVE DATE

2-3-83

FILED

DEC 21 1982

TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

METRIC ASSOCIATES

INTO

RYDER/P-I-E NATIONWIDE, INC.

PURSUANT TO SECTION 607.227 OF THE FLORIDA GENERAL CORPORATION ACT, THE UNDERSIGNED CORPORATIONS ADOPT THE FOLLOWING ARTICLES OF MERGER:

FIRST: Ryder/P-I-E Nationwide, Inc., is a corporation organized under the laws of the State of Florida owning at least 90 percent of the shares of Metric Associates, a corporation organized under the laws of the State of California.

SECOND: The following Plan of Merger was approved by resolution of the Board of Directors of Ryder/P-I-E Nationwide, Inc.

See Exhibit A attached hereto.

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	One	One

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

SEVENTH: The merger shall be effective on December 31, 1983.

Signed this 8th day of December, 1983.

RYDER/P-I-E NATIONWIDE, INC.

By: [Signature]
Hugh L. Randall
Executive Vice President

By: [Signature]
H. Beatty Chadwick
Secretary

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 16th day of Dec., 1983, by Hugh L. Randall and H. Beatty Chadwick of Ryder/P-I-E Nationwide, Inc., on behalf of the Corporation.

My Commission Expires October 30, 1986.

[Signature]
Notary Public

Notary Public, State of Florida
My Commission Expires Oct. 30, 1986
BOSTON Five Tray Fax - BOSTON, MA

(SEAL)

AGREEMENT AND PLAN OF MERGER

FILED

1983 DEC 21 PM 1:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER, made this 8th day of December, 1983, by and between RYDER/P-I-E NATIONWIDE, INC., a Florida corporation (herein called "Survivor") and METRIC ASSOCIATES, a California corporation (herein called "Merging Corporation"), [Survivor and Merging Corporation are herein sometimes collectively called the "Constituent Corporations"].

BACKGROUND OF AGREEMENT

Survivor is a corporation organized under the laws of the State of Florida by its Articles of Incorporation which were filed on February 27, 1967. Survivor has an authorized capital of 100 shares of Common Stock, par value \$100 per share ("Survivor Stock"), of which 97 shares of Common Stock are now issued and outstanding. All of the issued and outstanding shares of Common Stock are owned by Ryder Transportation Services, Inc., a Delaware corporation (herein called "RTS").

Merging Corporation is a corporation organized under the laws of the State of California by its Articles of Incorporation which were filed on June 19, 1972. It has an authorized capital of 1,000 shares of Common Stock, par value \$1.00 per share, of which One share of Common Stock is now issued and outstanding. The issued and outstanding share of Common Stock is owned by Ryder/P-I-E Nationwide, Inc., a Florida corporation.

The Board of Directors of each of the Constituent Corporations has determined that a merger of the Merging Corporation into survivor is in the best interests of each of the parties hereto, and such parties desire to set forth herein their entire agreement respecting such merger.

NOW, THEREFORE, the parties hereto, intending to be legally bound hereby, and in consideration of the mutual covenants herein contained agree as follows:

1. MERGER

The Constituent Corporations shall be and hereby are merged into a single corporation in accordance with the applicable provisions of the California Corporations Code and the Florida General Corporation Act by the Merging Corporation merging into Survivor. The separate existence of the Merging Corporation will cease upon the Effective Date of the merger (as hereinafter defined in Section 4 hereof), and Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits, franchises, patents, trademarks, registrations, and purposes of the Merging Corporation, both of a public and private nature, and all of its property, real and personal, tangible and intangible, wherever located, including causes of action. Every other asset of each of the Constituent Corporations as of the Effective Date of the merger shall be vested, or continued to be vested, in Survivor without further

act or deed. All of the rights of, and liabilities and obligations to, creditors and all liens upon the property of the Merging Corporation shall be preserved unimpaired and the Merging Corporation shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions, and duties of the Merging Corporation shall attach to Survivor and be enforced against it to the same extent as if they had been incurred by it.

2. ARTICLES, BY-LAWS, DIRECTORS AND OFFICERS

2.1 The Articles of Incorporation of Survivor as in effect on the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this Merger.

2.2 The By-Laws of Survivor as in effect on the Effective Date of the Merger shall continue in full force and effect, unless and until subsequently amended, as the By-Laws of the corporation surviving this Merger.

2.3 The Directors and Officers of the Survivor in office on the Effective Date of the Merger shall continue in office until their successors have been duly elected and qualified.

3. STATUS OF OUTSTANDING CAPITAL STOCK

3.1 Survivor Stock

Each share of Survivor Stock outstanding prior to the Effective Date of the Merger and issued to RTS, will be

unchanged as a result of the Merger and shall remain one outstanding share of Survivor Stock after the Merger.

3.2/ Merging Corporation Capital Stock

Upon the Effective Date of the Merger, each share of Common Stock, par value \$1.00 per share, of Merging Corporation which shall be outstanding prior thereto shall be cancelled, and no shares of Survivor Stock or other securities or cash will be issued with respect thereto.

4. EFFECTIVE DATE

The Boards of Directors of each of the Constituent Corporations shall take all action necessary in order that this Merger shall be effective on December 31, 1983.

5. ADDITIONAL DOCUMENTS

The Merging Corporation hereby agrees, from time to time and at any time, before or after the Effective Date of the Merger, as and when requested by Survivor or 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 all such further or other action, as Survivor may deem necessary or desirable in order to vest in and to confirm to Survivor 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 provided for herein, and otherwise to carry out the intent and purposes hereof.

6. TERMINATION

Notwithstanding anything contained herein to the contrary, this Agreement and the Merger provided for herein may be terminated and abandoned at any time prior to the Effective Date by the consent of the Boards of Directors of each of the Constituent Corporations.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been signed by each of the Constituent Corporations and each Constituent Corporation has caused its corporate seal to be affixed hereto, all as of the day and year first above written.

RYDER/P-I-E NATIONWIDE, INC.

ATTEST: *H. Beatty Chadwick*
H. Beatty Chadwick
Secretary

(Corporate Seal)

By: *[Signature]*
Hugh L. Randall
Executive Vice President

METRIC ASSOCIATES

ATTEST: *Patricia C. Suroten*
Patricia C. Suroten
Secretary

(Corporate Seal)

By: *[Signature]*
Jill S. Herring
Vice President