# 314339

Articles of Merger (#2) Filed 12-21-83, eff. 12-31-83

10pgs.

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

METRIC ASSOCIATES, a California Corporation not qualified in Florida

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

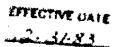
Charter Number: 314339

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

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1-121/83 Rogers, lowers, Bailey, et al TID & E. Jefferson Street Tellahassee, Florida 32301 Call Donns or Pat if any problems 222-72DD. **Z**17 Suu CORPORATIONIS! NAMI I PHOF 17 I NONIPROFIT I AMENDMENT I FOREIGN DIESOLUTION ANNUAL REPORT **TRESERVATION** aziroo ordh<sup>o</sup> 1 " ICERTIFICATE UNDER SEAL APICK UP I MIAIL OUT 4 ICALL CLEATERAL T CHARTER TAX STAMP EFFECTIVE DATE 12-31-833.15 PM C. TAX\_ FILING\_ 12/2//83 R. AGENT FLE. C. COPY\_ crityer



ARTICLES OF MERGER

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METRIC ASSOCIATES

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INTO

RYDER/P-I-E NATIONWIDE, INC.

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

PIRST: Ryder/P-I-E Nationwide, Inc., is a corporation organized under the laws of the State of Plorida 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/F-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:

Class

Number of Shares Outstanding

Number of Shares Owned by Parent

Common

One

One

FOURTH: The mailing of the Plan of Merger to the shareholders of the subsidiary corporation was waived by all the shareholders. \*BEVENTH: The merger shall be effective on December 31, 1983.

Signed this 8th day of December, 1983.

RYDER/P-I-E NATIONWIDE, INC.

Hugh L. Randell Executive Vice President

By: H: Beatty Chadwick Secretary

STATE OF FLORIDA )
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 16th day of Dec., 1983, by <u>Hugh L. Rondall</u> .H.B. Chachwick of Rydor/P-J-R Nationwide, Inc., on behalf of the Corporation.

My Commission Expires October 30, 1986

Notary Public

Notary Public, State of Marida My Commission Expires Oct. 30, 1986 Mariety for Toy Law Visionses, 1966

(SEAL)



AGREEMENT AND PLAN OF MERGER

FILED TO THE POS

AGREMENT AND PLAN OF MERGER, made this 6th 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 AGRECHENT

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 authorised 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 uplicable provisions of the California Corporations Code and the Plorida 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 nereinafter 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.

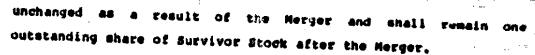
# 2. ARTICLES, BY-LAWS, DIRECTORS AND OFFICERS

- 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 sy-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 sy-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



## 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. SFPECTIVE 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.



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

IN WITHERS 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-1-E NATIONWIDE, INC.

Secretary

Executive Vice President

(Corporate Seal)

METRIC ASSOCIATES

(Corporate Seal)

Vice President