

844660

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TALLAHASSEE, FLORIDA

*RRR*  
*12/20/02*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DISPOSITION HOLDING CORP., a Florida corporation P97000084190

into

**RYDER INTEGRATED LOGISTICS, INC.**, a Delaware entity 844660

File date: December 20, 2002

Corporate Specialist: Annette Ramsey



ACCOUNT NO. : 072100000032

REFERENCE : 865553 4728453

AUTHORIZATION :

COST LIMIT :

\$ 100.00

*Patricia Pignata*

ORDER DATE : December 19, 2002

ORDER TIME : 5:17 PM

ORDER NO. : 865553-010

CUSTOMER NO: 4728453

CUSTOMER: Ms. Delores Clark  
Ryder System, Inc.  
3600 Northwest 82nd Avenue

Miami, FL 33166

ARTICLES OF MERGER

DISPOSITION HOLDING CORP.

~~INTO~~

RYDER INTEGRATED LOGISTICS,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 1156

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
**OF**  
**DISPOSITION HOLDING CORP.**  
**(a Florida Corporation)**

FILED  
02 DEC 20 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**INTO**  
**RYDER INTEGRATED LOGISTICS, INC.**  
**(a Delaware Corporation)**

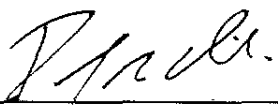
To the Department of State  
State of Florida:

Pursuant to the provisions of the Florida Business Corporation Act and the Delaware General Corporation Law, these Articles of Merger are executed and submitted for the purpose of merging Disposition Holding Corp., a Florida corporation ("DHC"), into Ryder Integrated Logistics, Inc., a Delaware corporation ("RIL").

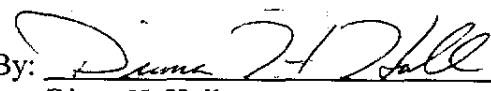
1. The Agreement and Plan of Merger approved by the Boards of Directors of each of DHC and RIL is attached hereto as Exhibit A and made a part hereof (the "Plan of Merger").
2. The shareholders of DHC entitled to vote on the Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 20, 2002, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of DHC with and into RIL is permitted by the laws of the jurisdiction of organization of RIL and has been authorized in compliance with said laws. Under the laws of the jurisdiction of organization of RIL, the approval of the Plan of Merger by the stockholders of RIL was not required.

**IN WITNESS WHEREOF**, the parties hereto have executed these Articles of Merger as of December 20, 2002.

**RYDER INTEGRATED LOGISTICS, INC.**  
(a Delaware corporation)

By:   
David M. Beilin  
Assistant Secretary

**DISPOSITION HOLDING CORP.**  
(a Florida corporation)

By:   
Diana H. Hull  
Secretary

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**RYDER INTEGRATED LOGISTICS, INC.**  
**(a Delaware Corporation)**

**AND**

**DISPOSITION HOLDING CORP.**  
**(a Florida Corporation)**

This Agreement and Plan of Merger made and entered into on the 20th day of December, 2002, by and between Ryder Integrated Logistics, Inc., a Delaware corporation ("RIL"), and Disposition Holding Corp, a Florida corporation ("DHC").

**WITNESSETH:**

**WHEREAS**, RIL is a corporation organized and existing under the laws of the State of Delaware; and

**WHEREAS**, DHC is a corporation organized and existing under the laws of the State of Florida; and

**WHEREAS**, the Board of Directors of each of the constituent corporations deems it advisable that RIL be merged into DHC on the terms and conditions hereinafter set forth, in accordance with all applicable laws of the States of Delaware and Florida, respectively, which permit such merger, and that RIL shall be the surviving corporation of such merger; and

**WHEREAS**, the shareholders of RIL and DHC each have approved of the transactions contemplated by this Agreement and Plan of Merger in accordance with all applicable laws of the States of Delaware and Florida;

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, RIL and DHC, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

**ARTICLE I**

RIL and DHC shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Delaware and of the State of Florida, by DHC merging into RIL, which shall be the surviving Corporation (the "Merger").

**ARTICLE II**

Upon the merger becoming effective as provided in the applicable laws of the State of Delaware and of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Time"), RIL and DHC shall be a single corporation, which shall be RIL as

the Surviving Corporation, and the separate existence of DHC shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

### ARTICLE III

The Certificate of Incorporation of RIL shall not be amended in any respect by reason of this Agreement and Plan of Merger.

### ARTICLE IV

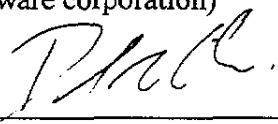
The manner of converting the outstanding shares of RIL and DHC shall be as follows:

1. At the Effective Time, each share of common stock of DHC issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no payment will be made with respect thereto.


2. At the Effective Time each share of common stock of RIL issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, remain outstanding after the Merger and shall be unaffected by the Merger.

**IN WITNESS WHEREOF**, RIL and DHC have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party thereto.

**RYDER INTEGRATED LOGISTICS, INC.**  
(a Delaware corporation)

By:   
David M. Beilin  
Assistant Secretary

**DISPOSITION HOLDING CORP.**  
(a Florida corporation)

By:   
Diana H. Hull  
Secretary