

000000002825

ACCOUNT NO. : 072100000032

REFERENCE : 446919 4300985

AUTHORIZATION : Patricia Pzyts

COST LIMIT : \$ 70.00

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
PM 4-02

ORDER DATE : August 27, 2001

ORDER TIME : 9:22 AM

ORDER NO. : 446919-035

CUSTOMER NO: 4300985

Merger

EFFECTIVE DATE
8/31/01

CUSTOMER: Lucia Barcklow, Legal Asst
Hall Dickler Kent Goldstein &
909 Third Avenue
27th Floor
New York, NY 10022-9998

100004563811--0

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG 30 AM 10:33
NOT RETURNED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

ARTICLES OF MERGER

WARNING SAFETY LIGHTS OF
GEORGIA, INC.

INTO

UNITED RENTALS HIGHWAY
TECHNOLOGIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds EXT 1133
EXAMINER'S INITIALS:

DR
8/31/01

*02250, 00561, 00672

ARTICLES OF MERGER
Merger Sheet

MERGING:

WARNING SAFETY LIGHTS OF GEORGIA, INC., a Fla corp. 481795

into

UNITED RENTALS HIGHWAY TECHNOLOGIES, INC., a Massachusetts entity
F00000002825

File date: August 30, 2001 , effective August 31, 2001

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Amount charged: 70.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 30, 2001

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.
Ref. Number: F00000002825

We have received your document for UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please include the date of adoption for Warning Safety Lights of Georgia
If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 701A00049443

RESUBMIT

Please give original
submission date as file date.

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
2001 AUG 30 PM 4:49
TO ACHIEVE SUFFICIENCY OF FILING

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

EFFECTIVE DATE
8/31/01

ARTICLES OF MERGER

OF

WARNING SAFETY LIGHTS OF GEORGIA, INC.

AND

UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.

FILED
01 AUG 30 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

1. Annexed hereto and made a part hereof is the Plan and Agreement of Merger for merging WARNING SAFETY LIGHTS OF GEORGIA, INC. with and into UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.
2. The shareholders of UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. entitled to vote on the aforesaid Plan and Agreement of Merger approved and adopted the Plan and Agreement of Merger by written consent given by them on June 19, 2001 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. The merger of WARNING SAFETY LIGHTS OF GEORGIA, INC. with and into UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. is permitted by the laws of the jurisdiction of organization of UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan and Agreement of Merger by the shareholders of UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. was June 19, 2001. The date of approval and adoption of the plan and agreement of merger by the shareholders of each corporation was June 19, 2001.
4. The effective time and date of the merger herein provided for in the State of Florida shall be 9:00 a.m. on August 31, 2001.

Executed on June 19, 2001

WARNING SAFETY LIGHTS OF GEORGIA, INC.

By:

John N. Milne, President

UNITED RENTALS HIGHWAY
TECHNOLOGIES, INC.

By:

John N. Milne, President

PLAN AND AGREEMENT OF MERGER

OF

WARNING SAFETY LIGHTS OF GEORGIA, INC.
(a Florida corporation)

AND

UNITED RENTALS HIGHWAY TECHNOLOGIES, INC.
(a Massachusetts corporation)

PLAN AND AGREEMENT OF MERGER entered into on June 19, 2001 by WARNING SAFETY LIGHTS OF GEORGIA, INC., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into on June 19, 2001 by UNITED RENTALS HIGHWAY TECHNOLOGIES, INC., a business corporation of the Commonwealth of Massachusetts, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS WARNING SAFETY LIGHTS OF GEORGIA, INC. is a business corporation of the State of Florida with its registered office therein located at 1201 Hays Street, Tallahassee, FL 32301; and

WHEREAS the total number of shares of stock which WARNING SAFETY LIGHTS OF GEORGIA, INC. has authority to issue is 600, all of which are of one class and \$1.00 par value; and

WHEREAS UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. is a business corporation of the Commonwealth of Massachusetts with its registered office therein located at c/o Corporation Service Company, 84 State Street, Boston, MA 02109; and

WHEREAS the total number of shares of stock which UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. has authority to issue is 20,000, all of which are of one class and without par value; and

WHEREAS the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a business corporation of another jurisdiction; and

WHEREAS the Business Corporation Law of the Commonwealth of Massachusetts permits the merger of a business corporation of another jurisdiction with and into a business corporation of the Commonwealth of Massachusetts; and

WHEREAS WARNING SAFETY LIGHTS OF GEORGIA, INC. and UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. and the respective Boards of Directors thereof declare it advisable and to the advantage, welfare, and best interests of said corporations and their respective stockholders to merge WARNING SAFETY LIGHTS OF GEORGIA, INC. with and into UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by WARNING SAFETY LIGHTS OF GEORGIA, INC. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. and approved by a resolution adopted by its Board of Directors, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. WARNING SAFETY LIGHTS OF GEORGIA, INC. and UNITED RENTALS HIGHWAY TECHNOLOGIES, INC. shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Business Corporation Law of the Commonwealth of Massachusetts, be merged with and into a single corporation, to wit, UNITED RENTALS HIGHWAY TECHNOLOGIES, INC., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts. The separate existence of WARNING SAFETY LIGHTS OF GEORGIA, INC., which is sometimes hereinafter referred to as the "terminating corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. The Certificate of Incorporation of the surviving corporation shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

3. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the Commonwealth of Massachusetts.

4. The directors and officers in office of the surviving corporation at the effective time of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the terminating corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the surviving corporation in accordance with the provisions of the Business Corporation Law of the Commonwealth of Massachusetts, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts within the State of Florida and the Commonwealth of Massachusetts and elsewhere to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the Commonwealth of Massachusetts, shall be August 31, 2001.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: June 19, 2001

UNITED RENTALS HIGHWAY
TECHNOLOGIES, INC.

By: _____

John W. Milne, President

Dated: June 19, 2001

WARNING SAFETY LIGHTS OF GEORGIA,
INC.

By: _____

John W. Milne, President