

S51592
COHEN POLLOCK MERLIN AXELEROD & TANENBAUM
A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

2100 RIVEREDGE PARKWAY

SUITE 300

ATLANTA, GEORGIA 30328-4656

TELEPHONE:
770 858-1288

TELECOPIER:
770 858-1277

February 25, 1998

VIA FEDERAL EXPRESS
AIR BILL NO. 803195297447

Ms. Karen Gibson
Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Name Change of Ryder Automotive Carrier Services, Inc.
Florida document No. S51592
Our Files #15722-7, 15908

Merger
Our File #15722-7

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-02/27/98--01006--021
*****35.00 *****35.00

CORAPNC

Dear Ms. Gibson:

Pursuant to our telephone conversation, enclosed please find the following documents for immediate filing. **Please note that the documents must be filed in the order set forth below, to wit:**

I. Name change of Ryder Automotive Carrier Services, Inc. to Allied ACS, Inc.

- (1) Duplicate originals of the Articles of Amendment of Ryder Automotive Carrier Services, Inc.; and
- (2) Our firm's check in the amount of \$35.00, made payable to the Florida Department of State, in payment of the filing fee.

II. Merger of Ryder Automotive Operations, Inc., a Florida corporation with and into Allied ACS, Inc. (f/k/a Ryder Automotive Carrier Services, Inc.)

- (1) Duplicate originals of the Articles of Merger of Ryder Automotive Operations, Inc. with and into Allied ACS, Inc. (f/k/a Ryder Automotive Carrier Services, Inc.); and
- (2) Our firm's check in the amount of \$70.00, made payable to the Florida Department of State, in payment of the applicable filing fees.

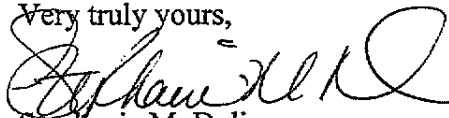
*NC
DFF
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We respectfully request that you issue letters of acknowledgment and file stamp copies of each of the name change and merger and forward same to me in the enclosed Federal Express envelope.

If any further information is required, please call me at 770-858-1288.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Stephanie M. Dolin', written over the typed name.

Stephanie M. Dolin
Legal Assistant

Enclosures

(#73730)

**ARTICLES OF AMENDMENT
OF
RYDER AUTOMOTIVE CARRIER SERVICES, INC.**

FILED
98 FEB 26 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the Sole Shareholder of RYDER AUTOMOTIVE CARRIER SERVICES, INC. (the "Corporation"), a corporation duly organized and legally existing under the laws of the State of Florida, did, by a Consent in Lieu of Special Meeting of the Sole Shareholder, amend the Articles of Incorporation of said Corporation as follows:

1.

The name of the Corporation is RYDER AUTOMOTIVE CARRIER SERVICES, INC.

2.

The Corporation's Articles of Incorporation are amended by changing the Article numbered "I" so that as amended, said Article shall read as follows:

ARTICLE I - NAME

The name of the Corporation is ALLIED ACS, INC.

3.

The above amendment was adopted by a Consent in Lieu of Special Meeting of the Sole Shareholder dated as of the 26th day of February, 1998.

IN WITNESS WHEREOF, RYDER AUTOMOTIVE CARRIER SERVICES, INC. has caused these Articles of Amendment to be executed and delivered by its duly authorized officers, this 26th day of February, 1998.

ATTEST:

RYDER AUTOMOTIVE CARRIER
SERVICES, INC.

By: [Signature]
Its 1889 Secretary

By: [Signature]
Its Vice President

[CORPORATE SEAL]