

# STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby  
certify that the following is a true and correct copy of

Agreement of Merger of RYDER TRUCK RENTAL, INC., a  
Florida corporation, filed on the 18th day of January,  
A. D., 1974, as shown by the records of this office.

GIVEN under my hand and the Great  
Seal of the State of Florida, at  
Tallahassee, the Capital, this the  
15th day of March  
A.D., 1974.

A handwritten signature in black ink that reads "Richard (Dick) Stone".  
SECRETARY OF STATE

AGREEMENT OF MERGER

Agreement of Merger made and entered into as of this 31st day of December, A.D. 1973, by and between RYDER TRUCK RENTAL, INC., a corporation organized and existing under the laws of the State of Florida ("Ryder") and a majority of the directors thereof, parties of the first part, and MILLER TRAILERS, INC., a corporation organized and existing under the laws of the State of Florida ("Miller") and a majority of the directors thereof, parties of the second part.

WHEREAS, said RYDER, party of the first part, was incorporated and is existing under the laws of the State of Florida, and has a maximum amount of capital stock, which it is authorized to have outstanding, of 100 shares of common stock without nominal or par value, of which capital stock 100 shares of said common stock are now issued and outstanding;

WHEREAS, said MILLER, party of the second part, was incorporated and is existing under the laws of the State of Florida and has a maximum amount of capital stock, which it is authorized to have outstanding, of 30,000 shares of common stock having a par value of One Hundred Dollars (\$100.00) each, of which capital stock, 10,000 shares of said common stock are now issued and outstanding;

WHEREAS, the principal office of RYDER, the party of the first part, in the State of Florida, is located at 3600 N.W. 82nd Avenue, in the City of Miami, County of Dade, and the principal office of MILLER, the party of the second part, in the State

of Florida, is located at 333 Sixth Avenue, West, in the City of Bradenton, County of Manatee; and

WHEREAS, The Board of Directors of each of the corporations, parties hereto, to the end that greater efficiency and economy in the management of the business carried on by each corporation may be accomplished, deem it advisable and generally to the advantage and welfare of said corporations and their respective stockholders that such corporations merge into a single new corporation, under and pursuant to the provisions of Chapter 608, Florida Statutes, which corporation shall be the party of the first part.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements, provisions and grants hereinafter contained the corporations, parties to this agreement, by and between their respective board of directors have agreed and do hereby agree each with the other that pursuant to the provisions of Chapter 608, Florida Statutes, RYDER, the party of the first part and MILLER, party of the second part, shall be and the same hereby are merged into a single corporation which shall be the party of the first part, which is a corporation organized and existing under the laws of the State of Florida.

FIRST: The name of the corporation which is to survive the merger, herein authorized, is and shall be Ryder Truck Rental, Inc.

SECOND: The Certificate of Incorporation of Ryder as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of

Incorporation of the corporation, except that Article II of the Certificate of Incorporation is hereby amended so as to read as follows:

"ARTICLE II

General Nature of Business

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the Corporation are to engage in any activity or business permitted under the laws of the United States and of the State of Florida."

THIRD: Inasmuch as all outstanding shares of capital stock of both Ryder and Miller are owned by Ryder System, Inc., a Florida corporation, there shall be no change in the authorized capital stock or in the issued and outstanding shares of Ryder, the surviving corporation, but shall be and remain the same as on the date of merger; upon the date of merger, all issued and outstanding shares of capital stock of Miller shall be surrendered and cancelled, and no shares of Ryder, the surviving corporation shall be issued in exchange therefor.

FOURTH: The officers and directors of Ryder on the date of merger shall continue in office as the officers and directors of the surviving corporation until the next annual meeting of stockholders or until their successors shall have been elected and qualified.

FIFTH: The By-Laws of Ryder in effect on the date of merger shall be and remain the By-Laws of the surviving corporation until the same shall be altered, amended or repealed as provided therein.

SIXTH: This merger shall be effective forthwith upon the filing of this Agreement in the office of the Secretary of State of Florida.

SEVENTH: When this Agreement shall have been approved, signed, acknowledged and filed, as required by law, the separate existence of Miller, party of the second part, shall cease, and Ryder, the surviving corporation, shall possess all the rights, privileges, powers and franchises as well of a public nature as of a private nature, and be subject to all the restrictions, disabilities and duties of each of said corporations so merged, and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to any of said corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of said corporations shall be vested in the corporation; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, under the laws of the State of Florida, vested in any of said corporations shall not revert or be in any way impaired by reason of said merger; provided, that all rights of creditors and all liens upon the property of any of said corporations shall be preserved unimpaired, and all debts, liabilities and duties of said constituent corporations shall thenceforth attach to the corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, a majority of the directors of RYDER, party of the first part, and a majority of the directors of MILLER, party of the second part, being each of the parties to this Agreement, have, as of this 31st day of December, 1973, signed this Agreement of Merger under the corporate seals of said corporations.

(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

R. Miller

D.K. O'Connell  
D. K. O'Connell

G.B. Braun  
A.B. Braun

M. V. Allen  
M.V. Allen

A Majority of the Directors of RYDER TRUCK RENTAL, INC.

(CORPORATE SEAL)

Signed, sealed and delivered in the presence of:

R. Miller

D.K. O'Connell  
D.K. O'Connell

J.M. Herron  
J.M. Herron

G.M. Young  
G.M. Young

G. Bowker  
G. Bowker

W.A. DeNight  
W.A. DeNight

A majority of the Directors of MILLER TRAILERS, INC.

I, Roderick C. Dickinson, Secretary of Ryder Truck Rental, Inc., a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of the Florida Statutes, that the foregoing Agreement of Merger of Ryder Truck Rental, Inc. and Miller Trailers, Inc. was submitted to the stockholders of said Ryder Truck Rental, Inc. at a meeting thereof called separately from any meeting of the stockholders of said Miller Trailers, Inc. for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Florida Statutes, and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said Ryder Truck Rental, Inc. entitling them to exercise at least a majority of the voting power on a proposal to merge said corporation with another were for the adoption of said Agreement.

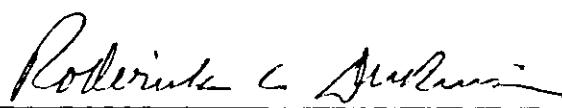
IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said Ryder Truck Rental, Inc. this 14th day of January, 1974.

(CORPORATE SEAL)

*Roderick C. Dickinson*  
Roderick C. Dickinson,  
Secretary of Ryder Truck Rental, Inc.

I, Roderick C. Dickinson, Secretary of Miller Trailers, Inc., a corporation of the State of Florida, DO HEREBY CERTIFY, in accordance with the provisions of the Florida Statutes, that the foregoing Agreement of Merger of Ryder Truck Rental, Inc. and Miller Trailers, Inc. was submitted to the stockholders of said Miller Trailers, Inc. at a meeting thereof called separately from any meeting of the stockholders of said Ryder Truck Rental, Inc. for the purpose of taking the same into consideration, and duly held in accordance with the provisions of the Florida Statutes, and that at said meeting said Agreement of Merger was considered and a vote by ballot, in person or by proxy, was taken for the adoption or rejection of the same, and the votes of the stockholders of said Miller Trailers, Inc. entitling them to exercise at least a majority of the voting power of said corporation on a proposal to merge said corporation with another, were for the adoption of said Agreement.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of said Miller Trailers, Inc. this 14th day of January, 1974.

  
Roderick C. Dickinson  
Roderick C. Dickinson, Secretary  
of Miller Trailers, Inc.

(CORPORATE SEAL)

THE ABOVE AGREEMENT OF MERGER, having been executed by a majority of the Board of Directors of each of the corporations, parties thereto, and having been adopted by the stockholders of each of said corporations, the President and Secretary of each corporate party hereto, do now hereby execute this Agreement and Act of Merger under the corporate seals of their respective corporations, by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each of said corporations, on this 31st day of December, 1973.

RYDER TRUCK RENTAL, INC.

By A.B. Braun  
A.B. Braun, Vice President

(CORPORATE SEAL)

R.C. Dickinson  
R.C. Dickinson, Secretary

MILLER TRAILERS, INC.

By D.K. O'Connell  
D.K. O'Connell, Vice President

(CORPORATE SEAL)

R.C. Dickinson  
R.C. Dickinson, Secretary

STATE OF FLORIDA )  
                     ) ss.  
COUNTY OF DADE   )

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared A.B. Braun, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as Vice President of Ryder Truck Rental, Inc., a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation.

Witness my hand and official seal in the county and state last aforesaid this 14th day of January, A.D. 1974.

(NOTARIAL SEAL)

Evelyn M. Shiver  
Notary Public

NOTARY PUBLIC STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES DECEMBER 6, 1977  
BONDED THRU GENERAL INSURANCE UNDERWRITERS.

STATE OF FLORIDA )  
                     ) ss.  
COUNTY OF DADE   )

I hereby certify that on this day before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared D.K. O'Connell, to me known and known to be the person described in and who executed the foregoing Agreement of Merger as Vice President of Miller Trailers, Inc., a corporation of the State of Florida, and one of the corporations described in and party to the foregoing Agreement of Merger, and acknowledged before me that he executed the same as such Vice President of said corporation and that the foregoing Agreement of Merger is the act, deed and agreement of said corporation.

Witness my hand and official seal in the county and state last aforesaid this 14th day of January, 1974.

(NOTARIAL SEAL)

Evelyn M. Shiver  
Notary Public  
NOTARY PUBLIC STATE OF FLORIDA at LARGE  
MY COMMISSION EXPIRES DECEMBER 6, 1977  
BONDED THRU GENERAL INSURANCE UNDERWRITERS.