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SECRETARY OF
STATE

The State of Texas

SECRETARY OF STATE

The undersigned, as Secretary of State of the State of Texas, HEREBY CERTIFIES that the attached is a true and correct copy of the following described instruments on file in this office:

Articles of Merger of HUDGINS TRUCK RENTAL, INC., a Texas corporation, and THE SOUTHLAND CORPORATION, a Texas corporation, for which a Certificate of Merger was issued on September 29, 1978; that according to the terms of the Merger the surviving corporation is THE SOUTHLAND CORPORATION, a Texas corporation.

IN TESTIMONY WHEREOF, I have hereunto

FILED
In the Office of the
Secretary of State of Texas

SEP 29 1978

Loma Salzman
Deputy Director, Corporation Division

ARTICLES OF MERGER
OF
HUDGINS TRUCK RENTAL, INC.
INTO
THE SOUTHLAND CORPORATION

Pursuant to the provisions of Article 5.16 of the Texas Business Corporation Act, The Southland Corporation, a corporation organized under the laws of the State of Texas, and owning at least ninety per cent of the shares of Hudgins Truck Rental, Inc., a corporation organized under the laws of the State of Texas, hereby executed the following articles of merger:

1. The attachment is a copy of a resolution of the Board of Directors of The Southland Corporation adopted on September 27, 1978.

2. 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:

<u>Class</u>	<u>No. of Shares Outstanding</u>	<u>No. of Shares Owned by Parent</u>
Common	1,000	1,000

DATED 27th day of September, 1978.

THE SOUTHLAND CORPORATION

By M. T. Cochran, Jr.

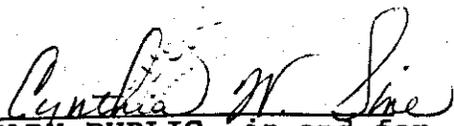
M. T. Cochran, Jr.
Vice President

ATTEST:

Joe A. Winfield
Assistant Secretary

STATE OF TEXAS X
 X
COUNTY OF DALLAS X

I, Cynthia W. Sine , a Notary Public, do hereby certify that on this 27th day of September, 1978, personally appeared before me M. T. Cochran, Jr. who being by me first duly sworn, declared that he is the Vice President of The Southland Corporation and that he signed the foregoing document as Vice President of said corporation, and that the statements therein contained are true.


NOTARY PUBLIC, in and for
Dallas County, Texas

CYNTHIA W. SINE, Notary Public
In and for Dallas County, Texas
My Commission Expires August 8, 1980

Excerpt from Meeting of the Board of Directors
of The Southland Corporation

Dated September 27, 1978

RESOLVED, that Hudgins Truck Rental, Inc., a Texas corporation, be merged into this corporation, The Southland Corporation, a Texas corporation, and that The Southland Corporation assume all liabilities and obligations of Hudgins Truck Rental, Inc., for accounting purposes only, effective September 30, 1978, as provided in Art. 5.16 of the Texas Business Corporation Act.

FURTHER RESOLVED, that the Chairman and Chief Executive Officer, the President, any Executive Vice President, or any Vice President of the Corporation be, and each of them hereby is, authorized to prepare, execute and file with the state, and the Secretary or any Assistant Secretary of the Corporation be, and each of them hereby is authorized to attest, in the name and on behalf of the Corporation, Articles of Merger relative to the merger of Hudgins Truck Rental, Inc., into The Southland Corporation and such amendments thereto as any of said officers of the corporation may deem necessary or advisable.

FURTHER RESOLVED, that the said officers of the Corporation be and each of them hereby is, authorized and directed to do or cause to be done all such further acts and things as may be necessary to carry into effect the purpose and intent of the foregoing resolution.