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ID Number: 144502



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

04 DEC 30 PM 3:10

**ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)**

Humphrey Leasing Company, LLC

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of Merger or Consolidation (*check one box only*) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

	Name of entity	Type of entity	State under which entity is organized
8546	<u>Equity Vehicle Leasing Company, Inc.</u>	<u>Business Corporation</u>	<u>Rhode Island</u>
14471	<u>EVL Acquisition Company, Inc.</u>	<u>Business Corporation</u>	<u>Rhode Island</u>
14502	<u>Humphrey Leasing Company, LLC</u>	<u>Limited Liability Company</u>	<u>Rhode Island</u>

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Humphrey Leasing Company, LLC 144502
which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (**Attach Plan of Merger or Consolidation**)

e. If the surviving entity's name has been amended via the merger, please state the new name:
N/A

f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:
N/A

g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) Upon Filing

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SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
Equity Vehicle Leasing Company, Inc.	100	Common	100
EVL Acquisition Company, Inc.	100	Common	100

b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
Equity Vehicle Leasing Co., Inc.	100	-0-	Common	100	-0-
EVL Acquisition Company, Inc.	100	-0-	Common	100	-0-

c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>

iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Equity Vehicle Leasing Company, Inc.

Print Entity Name

By: [Signature] President
 Name of person signing Title of person signing

By: [Signature] Secretary
 Name of person signing Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 27th day of December, 2004, before me personally appeared Scott R. Humphrey who, being duly sworn, declared that he/she is the President and Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: James H. Mann
 Notary Public

EVL Acquisition Company, Inc.

Print Entity Name

By: [Signature] President
 Name of person signing Title of person signing

By: [Signature] Secretary
 Name of person signing Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 27th day of December, 2004, before me personally appeared Scott R. Humphrey who, being duly sworn, declared that he/she is the President and Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: James H. Mann
 Notary Public

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Humphrey Leasing Company, LLC
 Print Entity Name

By: [Signature] President
 Name of person signing Title of person signing

By: _____
 Name of person signing Title of person signing

STATE OF Rhode Island
 COUNTY OF Providence

In Providence, on this 27th day of December, 2004, before me personally appeared Scott R. Humphrey who, being duly sworn, declared that he/she is the President of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
 Notary Public
 My Commission Expires: James H. Wain
 Notary Public
 My Commission Expires 08/23/2005

 Print Entity Name

By: _____
 Name of person signing Title of person signing

By: _____
 Name of person signing Title of person signing

STATE OF _____
 COUNTY OF _____

In _____, on this _____ day of _____, _____, before me personally appeared _____ who, being duly sworn, declared that he/she is the _____ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

 Notary Public
 My Commission Expires: _____

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of December 27, 2004 by and among HUMPHREY LEASING COMPANY, LLC, a Rhode Island limited liability company (the "Company" or, after the Effective Time (as defined in Article V hereof), the "Surviving Entity"), EVL ACQUISITION COMPANY, INC., a Rhode Island corporation ("EVL Acquisition") and EQUITY VEHICLE LEASING COMPANY, INC., a Rhode Island corporation ("Equity Leasing").

WITNESSETH:

WHEREAS, the Company is a limited liability company duly formed and validly existing under the laws of the State of Rhode Island;

WHEREAS, EVL Acquisition and Equity Leasing are each a corporation duly formed and validly existing under the laws of the State of Rhode Island;

WHEREAS, under chapter 7-16 of the Rhode Island General Laws (the "LLC Act"), one or more limited liability companies formed and existing under the LLC Act may merge with one or more other business entities formed or organized under the laws of Rhode Island or any other state;

WHEREAS, Equity Leasing is a wholly owned subsidiary of EVL Acquisition;

WHEREAS, the merger of Equity Leasing and EVL Acquisition with and into the Company pursuant to the terms of this Agreement has been authorized and approved (i) by the sole member of the Company in accordance with the applicable provisions of the LLC Act and the terms of the Certificate of Organization and Operating Agreement of the Company, (ii) by the sole stockholder and the directors of Equity Leasing, and (iii) by the stockholders and the directors of EVL Acquisition, all in accordance with the laws of the State of Rhode Island; and

WHEREAS, all other conditions precedent to the merger of Equity Leasing and EVL Acquisition with and into the Company have been, or prior to the Effective Time will be, satisfied or validly waived;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is agreed that, in accordance with the applicable statutes of the State of Rhode Island, each of Equity Leasing and EVL Acquisition shall be, and hereby is, at the Effective Time, merged with and into the Company (the "Merger"), with the Company to be the Surviving Entity. The mode of carrying the Merger into effect shall be as follows:

ARTICLE I. MERGER

At the Effective Time, each of Equity Leasing and EVL Acquisition shall be merged with and into the Company, the separate existence of each of Equity Leasing and EVL Acquisition shall cease, the Company shall continue in existence and the Merger shall in all respects have the

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effects provided for by Section 7-16-63 of the LLC Act. Prior to the Effective Time, the Company, Equity Leasing and EVL Acquisition shall each take all such action as shall be necessary or appropriate in order to effectuate the Merger.

ARTICLE II. FURTHER ASSURANCES

If at any time after the Effective Time, the Company shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, any member or agent of the Company (or any former director, shareholder or officer of either Equity Leasing and EVL Acquisition, or any predecessor entity of either thereof) shall have the power and authority on behalf of the Company, Equity Leasing and EVL Acquisition to execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLE III. TERMS OF TRANSACTION

At the Effective Time, (i) each share of Equity Leasing outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled, (ii) each share of EVL Acquisition outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled, and (iii) the 100% limited liability company interest held by Humphrey Real Estate Holdings, LLC, a Rhode Island limited liability company ("Humphrey Real Estate Holdings, LLC"), as the sole member of the Company immediately prior to the Effective Time shall remain the 100% limited liability company interest of such member, and Humphrey Real Estate Holdings, LLC shall continue as the sole member of the Surviving Entity.

ARTICLE IV. CERTIFICATE OF ORGANIZATION AND OPERATING AGREEMENT

From and after the Effective Time, and until thereafter amended as provided by law, the Certificate of Organization and Operating Agreement of the Company as in effect immediately prior to the Effective Time shall be the Certificate of Organization and Operating Agreement of the Surviving Entity.

ARTICLE V. EFFECTIVE TIME

Articles of merger evidencing the Merger (the "Articles of Merger") shall be filed on December __, 2004 with the Secretary of State of the State of Rhode Island (the "Secretary of State") pursuant to Section 7-16-62 of the LLC Act and the Merger shall become effective upon the filing of the Articles of Merger (such time of effectiveness, the "Effective Time").

ARTICLE VI. TERMINATION

At any time prior to the filing of the Articles of Merger with the Secretary of State, the sole member of the Company and the board of directors of Equity Leasing and EVL Acquisition, respectively, may jointly act to terminate and abandon this Agreement.

ARTICLE VII. AMENDMENTS

At any time prior to the filing of the Articles of Merger, the sole member of the Company and the board of directors of Equity Leasing and EVL Acquisition, respectively, may amend, modify or supplement this Agreement in such manner as they jointly may determine; *provided, however,* that, no such amendment, modification, or supplement shall alter or change any term of the Certificate of Organization and Operating Agreement of the Surviving Entity.

ARTICLE VIII. GOVERNING LAW


This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Rhode Island without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Rhode Island or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Rhode Island.

ARTICLE IX. MISCELLANEOUS

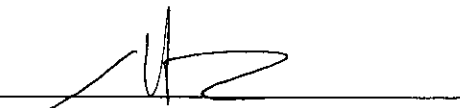
This Agreement may be (i) executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument and (ii) executed and delivered by facsimile signature and transmission.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.


HUMPHREY LEASING COMPANY, LLC

By: 
Scott R. Humphrey, President

EVL ACQUISITION COMPANY, INC.

By: 
Scott R. Humphrey, President

EQUITY VEHICLE LEASING COMPANY, INC.

By: 
Scott R. Humphrey, President



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

January 4, 2005

TO WHOM IT MAY CONCERN:

Re: EVL ACQUISITION COMPANY, INC.

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER-CORPORATION IS A NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration
DIVISION OF TAXATION
One Capitol Hill
Providence, RI 02908-5800

January 4, 2005

TO WHOM IT MAY CONCERN:

Re: EQUITY VEHICLE LEASING COMPANY, INC

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of

MERGER-CORPORATION IS A NON-SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Flanagan, Jr.
Chief Revenue Agent
Corporations

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