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MERGER OR SHARE EXCHANGE
RYDER TRUCK RENTAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$140.00

Merger
@ 1/31/11
JK

ARTICLES OF MERGER

of

SCULLY COMPANIES, INC.,
a California corporation,

SCULLY TRANSPORTATION SERVICES, INC.,
a California corporation,

and

RSAS-SEL, INC.,
a California corporation,

into

RYDER TRUCK RENTAL, INC.,
a Florida corporation

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In accordance with the terms and provisions of the Florida Business Corporation Act and the California Corporations Code, Ryder Truck Rental, Inc., a Florida corporation (the "Surviving Corporation"), hereby submits the following Articles of Merger in accordance with Florida Statutes Section 607.1105 and California Corporations Code Section 1108(d), duly executed by each party to the merger:

FIRST: The exact name, jurisdiction, type of entity and document number for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>California Document Number</u>
Scully Companies, Inc.	California	Corporation	C2958919
Scully Transportation Services, Inc.	California	Corporation	C1049796
RSAS-SEL, Inc.	California	Corporation	C3345394

SECOND: The exact name, jurisdiction, type of entity, document number and street address/principal place of business for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Florida Document Number</u>	<u>Street Address/Principal Place of Business</u>
Ryder Truck Rental, Inc.	Florida	Corporation	176669	11690 NW 105 St. Miami, FL 33178

THIRD: The Plan of Merger attached hereto as Exhibit "A" (the "Plan of Merger") meets the requirements of Florida Statutes Section 607.1105 et seq. and meets the requirements for an "Agreement of Merger" of California Corporations Code Section 1101 and on January 28, 2011 was approved and adopted by the directors and sole shareholder of each of Scully Companies, Inc., a California corporation, Scully Transportation Services, Inc., a California corporation, and RSAS-SEL, Inc., a California corporation (together, the "Disappearing Corporations"), and the directors of the Surviving Corporation, in accordance with Florida Statutes Section 607.1103(7) and California Corporations Code Sections 1100 et seq. and 1200 et seq.

FOURTH: The merger is permitted under the laws of the State of Florida and the State of California and is not prohibited by the Articles of Incorporation or By-Laws of the Disappearing Corporations or the Articles of Incorporation or By-Laws of the Surviving Corporation.

FIFTH: The merger shall be effective as of January 31, 2011 (the "Effective Time").

SIXTH: The Articles of Incorporation and By-Laws of the Surviving Corporation, in effect immediately prior to the Effective Time shall, without any changes, be the Articles of Incorporation and By-Laws of the Surviving Corporation immediately following the Effective Time and until further amended as permitted by law.


SEVENTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida and the State of California.

* * *


IN WITNESS WHEREOF, the parties hereto have executed these Articles of Merger as of this 31st day of January, 2011.

DISAPPEARING CORPORATIONS:

SCULLY COMPANIES, INC.,
a California corporation

By: 
Michael J. Brannigan, *President and Secretary*

SCULLY TRANSPORTATION SERVICES, INC.,
a California corporation

By: 
Michael J. Brannigan, *President and Secretary*

RSAS-SEL, INC.,
a California corporation

By: 
Michael J. Brannigan, *President and Secretary*

SURVIVING CORPORATION:

RYDER TRUCK RENTAL, INC.,
a Florida corporation

By: 
Michael J. Brannigan, *Senior Vice President*

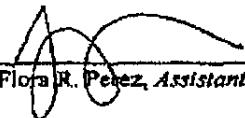
By: 
Flora K. Perez, *Assistant Secretary*

EXHIBIT "A"

see attached.

PLAN OF MERGER

We hereby submit the following plan of merger (the "Plan") in accordance with Florida Statutes Section 607.1108 and California Corporations Code Section 1101. The Plan has been approved by each party to the merger in accordance with Florida Statutes Section 607.1105 and California Corporations Code Sections 1100 et seq and 1200 et seq.

FIRST: The exact name, jurisdiction, type of entity and document number for each merging/constituent party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>California Document Number</u>
Scully Companies, Inc.	California	Corporation	C2958919
Scully Transportation Services, Inc.	California	Corporation	C1049796
RSAS-SEL, Inc.	California	Corporation	C3345394

SECOND: The exact name, jurisdiction, type of entity, document number and street address/principal place of business for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Florida Document Number</u>	<u>Street Address/Principal Place of Business</u>
Ryder Truck Rental, Inc.	Florida	Corporation	176669	11690 NW 105 St. Miami, FL 33178

THIRD: The terms and conditions of the merger are as follows:

(a) **Merger.** In accordance with Florida Statutes Section 607.1105 and California Corporations Code Section 1108, the merging parties, Scully Companies, Inc., a California corporation, Scully Transportation Services, Inc., a California corporation, and RSAS-SEL, Inc., a California corporation (together, the "Disappearing Corporations"), shall merge with and into the surviving party, Ryder Truck Rental, Inc., a Florida corporation (the "Surviving Corporation"), as of January 31, 2011 (the "Effective Time"). At the Effective Time, the separate existence of each of the Disappearing Corporations shall cease and the Surviving

Corporation shall continue to exist under and be governed by the Florida Business Corporation Act.

(b) **Articles of Incorporation and By-Laws.** The Articles of Incorporation and By-Laws of the Surviving Corporation, in effect immediately prior to the Effective Time shall, without any changes, be the Articles of Incorporation and By-Laws of the Surviving Corporation immediately following the Effective Time and until further amended as permitted by law.

(c) **Officers.** The officers of the Surviving Corporation in office immediately prior to the Effective Time shall continue to be the officers of the Surviving Corporation immediately following the Effective Time and shall hold office in accordance with the Articles of Incorporation and By-Laws of the Surviving Corporation.

(d) **Effect of Merger.** As of the Effective Time, the separate existence of each of the Disappearing Corporations shall cease and the Surviving Corporation shall be fully vested with all rights, privileges, properties, immunities, disabilities, liabilities and duties of the Disappearing Corporations and the title to all property, real, personal and mixed, and rights owned by the Disappearing Corporations shall be fully vested in the Surviving Corporation without reversion or impairment, as more particularly set forth in Florida Statutes Section 607.11101 and California Corporations Code Section 1107.

FOURTH:

(a) **Conversion of Shares.** The manner and basis for converting the shares of the Disappearing Corporations into cash are as follows: As of the Effective Time: (i) each share of common stock of the Disappearing Corporations shall, by operation of the merger, cease to represent an interest in the Disappearing Corporations, and shall instead represent only the right to receive the Merger Consideration (as hereinafter defined) payable to the holder thereof as set forth in Section (b) of this Article FOURTH; and (ii) the Surviving Corporation shall distribute the Merger Consideration to the sole shareholder of each of the Disappearing Corporations as set forth in Section (b) of this Article FOURTH.

(b) **Merger Consideration.** As of the Effective Time, the Surviving Corporation shall distribute to the sole shareholder of each of the Disappearing Corporations One Dollar (\$1.00) (the "Merger Consideration").

(c) **Rights to Acquire Shares.** There are no rights to acquire shares or any other interests in the Disappearing Corporations or the Surviving Corporation.

FIFTH: Other provisions relating to the merger are as follows:

(a) **Succession and Assignment.** This Plan of Merger shall be binding upon and inure to the benefit of the parties named herein and their respective successors, permitted assigns, distributees, heirs, and grantors of any revocable trusts of a party hereto.

(b) Amendments and Waivers. No amendment of any provision of this Plan of Merger shall be valid unless the same shall be in writing and signed by the parties hereto. No waiver by any party of any breach, default or misrepresentation, whether intentional or not, shall be deemed to extend to any prior or subsequent breach, default or misrepresentation or affect in any way any rights arising by virtue of any prior or subsequent occurrence. All waivers must be in writing, signed by the waiving party, to be effective.

(c) Severability. Any term or provision of this Plan of Merger that is invalid or unenforceable in any situation in any jurisdiction shall not affect the validity or enforceability of the remaining terms and provisions hereof or the validity or enforceability of the offending term or provision in any other situation or in any other jurisdiction.

(d) Further Assurances. Each party hereto shall, at the reasonable request of the other party, execute and deliver to the other party all further documents, instruments, assignments and assurances, and take any actions reasonably requested by the other party that are reasonably necessary to effect the merger and otherwise to carry out the terms and provisions of this Plan of Merger.

* * *


The parties hereto have executed this document as of the 31st day of January, 2011, as evidence that they agree, accept and adopt this Plan of Merger.

DISAPPEARING CORPORATIONS:


SCULLY COMPANIES, INC.,
a California corporation

By: 
Michael J. Brannigan, *President and Secretary*

SCULLY TRANSPORTATION SERVICES, INC.,
a California corporation

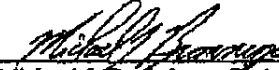
By: 
Michael J. Brannigan, *President and Secretary*

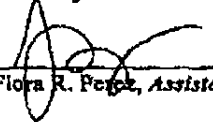
RSAS-SEL, INC.,
a California corporation

By: 
Michael J. Brannigan, *President and Secretary*

SURVIVING CORPORATION:

RYDER TRUCK RENTAL, INC.,
a Florida corporation

By: 
Michael J. Brannigan, *Senior Vice President*

By: 
Flora R. Pezet, *Assistant Secretary*