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Division of Corporations

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176669

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
RYDER TRUCK RENTAL, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

SCULLY RISK MANAGEMENT, LLC,  
a California limited liability company.

into

RYDER TRUCK RENTAL, INC.,  
a Florida corporation

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 607.1109 and California Corporations Code Section 17551, 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:

Name	Jurisdiction	Type of Entity	California Document Number
Scully Risk Management, LLC	California	Limited Liability Company	200332110021

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

Name	Jurisdiction	Type of Entity	Florida Document Number	Street Address/Principal Place of Business
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 607.1109 *et seq.* and meets the requirements for an "Agreement of Merger" of California Corporations Code Section 17551 and on January 28, 2011 was approved and adopted by the sole member of Scully Risk Management, LLC, a

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California limited liability company (the "Disappearing LLC"), and the directors of the Surviving Corporation, in accordance with Florida Statutes Section 607.1105 et seq and California Corporations Code Sections 17551.

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 Organization or Operating Agreement of the Disappearing LLC 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.

\* \* \*


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

**DISAPPEARING LLC:**

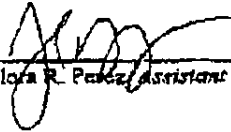
**SCULLY RISK MANAGEMENT, LLC,**  
*a California limited liability company*

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. Paez, *Assistant Secretary*

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EXHIBIT "A"

*see attached.*

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**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 17551. The Plan has been approved by each party to the merger in accordance with Florida Statutes Section 607.1105 and California Corporations Code Section 17551.

**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 Risk Management, LLC	California	Limited Liability Company	200332110021

**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 607.1108 and California Corporations Code Section 17551, the merging party, Scully Risk Management, LLC, a California limited liability company (the "Disappearing LLC"), 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 the Disappearing LLC 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.

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(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 the Disappearing LLC shall cease and the Surviving Corporation shall be fully vested with all rights, privileges, properties, immunities, disabilities, liabilities and duties of the Disappearing LLC and the title to all property, real, personal and mixed, and rights owned by the Disappearing LLC 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 Sections 17554 and 17554.5.

**FOURTH:**

(a) **Conversion of Interests.** The manner and basis for converting the interests of the Disappearing LLC into cash are as follows: As of the Effective Time: (i) each interest of the Disappearing LLC shall, by operation of the merger, cease to represent an interest in the Disappearing LLC, 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 member of the Disappearing LLC 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 member of the Disappearing LLC One Dollar (\$1.00) (the "Merger Consideration").

(c) **Rights to Acquire Interests.** There are no rights to acquire any interest in the Disappearing LLC 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

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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.

\* \* \*



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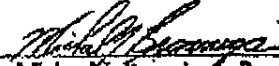
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The parties hereto have executed this document as of the 31st day of January, 2011, as evidence that they agree, accept and adopt this Plan of Merger.

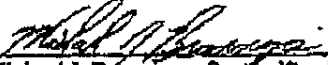
**DISAPPEARING LLC:**

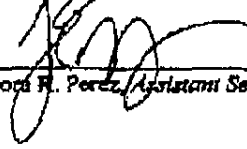
**SCULLY RISK MANAGEMENT, LLC,**  
*a California limited liability company*

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

**SURVIVING CORPORATION:**

**RYDER TRUCK RENTAL, INC.,**  
*a Florida corporation*

By:   
Michael J. Brannigan, *Secretary*

By:   
Florid R. Perez, *Assistant Secretary*

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