

DEC. 22. 2006

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K 54671

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

NEFF RENTAL, INC.

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06 DEC 22 PM 12:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
of
NEFF RENTAL, INC.
(a Florida Corporation)

AND

VALLEY RENTS AND READY MIX, INC.
(a Delaware Corporation)

Pursuant to Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Sections 252 and 259 of the Delaware General Corporation Law ("DGCL"), Neff Rental, Inc., a Florida corporation (the "Surviving Corporation") and Valley Rents and Ready Mix, Inc., a Delaware corporation (the "Merging Corporation"), submit the following Articles of Merger in accordance with provisions of the FBCA and the DGCL, and hereby certify as follows:

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
NEFF RENTAL, INC.	Florida	K54671

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>File No.</u>
VALLEY RENTS AND READY MIX, INC.	Delaware	4160490

Third: The Agreement and Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Agreement and Plan of Merger was adopted by the shareholders and directors of the Surviving Corporation on December 22, 2006 in accordance with Sections 607.1103 and 607.1108 of the FBCA.

Sixth: The Agreement and Plan of Merger was adopted by the shareholders and directors of the Merging Corporation on December 22, 2006 in accordance with Sections 251 and 259 of the DGCL.

Seventh: The address of the principal office of the Surviving Corporation is 3750 N.W. 87th Avenue, Suite 400, Miami, Florida 33178.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed this 22nd day of December, 2006.

SURVIVING CORPORATION:

NEFF RENTAL, INC.

(a Florida corporation)

By : 

Name: Juan Carlos Mas

Title: President

MERGING CORPORATION:

VALLEY RENTS AND READY MIX, INC.

(a Delaware Corporation)

By : 

Name: Juan Carlos Mas

Title: President

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Merger Agreement") dated as of December 22, 2006, between Neff Rental, Inc., a Florida corporation (the "Company"), and Valley Rents and Ready Mix, Inc., a Delaware corporation ("Valley"). The Company and Valley are hereinafter sometimes collectively referred to as the "Constituent Corporations."

WHEREAS, the respective boards of directors of the Company and Valley have determined that it is advisable and in the best interests of each corporation and its stockholders that Valley merge with and into the Company upon the terms and subject to the conditions herein provided (the "Merger"); and

WHEREAS, the respective Boards of Directors of the Company and Valley have, by resolutions duly adopted, approved this Merger Agreement.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, the receipt and sufficiency of which are hereby acknowledged, and for the purpose of merging Valley with and into the Company, with certain terms and conditions of the Merger and the mode of carrying the same into effect, the Company and Valley hereby agree as follows:

1. Merger. Subject to the terms and conditions hereof, Valley shall be merged with and into the Company, which shall be and is herein referred to as the "Surviving Corporation," and the name of which shall continue to be "Neff Rental, Inc." The Merger shall become effective upon the filing by the Company of the Articles of Merger attached hereto as Exhibit A with the Secretary of State of the State of Florida and the filing by Valley of the Certificate of Merger attached hereto as Exhibit B with the Secretary of State of the State of Delaware (the "Effective Time"). The Merger shall occur pursuant to Sections 607.1103 and 607.1108 of the Business Corporation Act of the State of Florida and Sections 252 and 259 of the General Corporation Law of the State of Delaware.

2. The Constituent Corporations. The Company was formed under the name "Neff Rental, Inc." and filed its Certificate of Incorporation with the Secretary of State of the State of Florida on December 29, 1988. Valley was formed under the name "Valley Rents and Ready Mix, Inc." and filed its Certificate of Incorporation with the Secretary of State of the State of Delaware on May 15, 2006.

3. Certificate of Incorporation; Bylaws. The Certificate of Incorporation of the Company as in effect immediately prior to the Effective Time and on file at the Secretary of State of the State of Florida shall continue to be the Certificate of Incorporation of the Surviving Corporation until duly altered, amended or repealed in accordance with the provisions thereof and applicable law. The Bylaws of the Company as in effect immediately prior to the Effective Time shall continue to be the Bylaws of the

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Surviving Corporation until duly altered, amended or repealed in accordance with the provisions thereof, the Certificate of Incorporation of the Surviving Corporation and applicable law.

4. Directors and Officers. The directors and officers of the Company immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation and will hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, or as otherwise provided by law.

5. Succession. At the Effective Time, the separate corporate existence of Valley shall cease, and Valley shall be merged with and into the Company and the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, powers and franchises of a public and of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Constituent Corporations.

6. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Valley such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Valley, and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Valley or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. Treatment of Shares At The Effective Time. As of the Effective Time, automatically and without further action, each share of common stock, par value \$1.00 per share, of the Company, issued and outstanding immediately prior to the Effective Time shall remain outstanding and shall be unaffected by the merger. As of the Effective Time, each share of common stock, par value \$0.01 per share, of Valley, issued and outstanding immediately prior to the Effective Time shall be cancelled and cease to exist without any payment therefor.

8. Adoption. This Merger Agreement has been adopted by the stockholders of each of the Company and Valley.

9. Amendment. This Merger Agreement may be amended by an instrument in writing signed by the parties hereto by action by or on behalf of their respective board of directors, at any time before or after approval by the stockholders of the Company and Valley; provided, however, that after any such approval, there shall not be made any agreement that by law requires further approval by such stockholders of the Company or Valley without the further approval of such stockholders.

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10. Abandonment. At any time prior to the Effective Time, this Merger Agreement may be terminated and the Merger may be abandoned by the board of directors of either of the Constituent Companies, or both of them, notwithstanding approval of this Merger Agreement by the stockholders of either of the Constituent Companies, or both of them.

11. Agent for Service of Process. Each of the Constituent Companies agrees that Valley may be served with process in the State of Delaware in any proceeding for the enforcement of any of its obligations and that the Company may be served with process in the State of Delaware for the enforcement of any of its obligations arising from the Merger Agreement, including any suit or other proceeding to enforce the right of any stockholders as determined in appraisal proceedings pursuant to Section 262 of the General Corporation Law of the State of Delaware. Each of the Constituent Companies hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings. A copy of the process shall be mailed by the Secretary of State to the following address:

Neff Rental, Inc.
3750 N.W. 87th Avenue, Suite 400
Miami, FL 33178

12. Governing Law. This Merger Agreement shall in all respects be interpreted by, and construed and enforced in accordance with and pursuant to, the laws of the State of Delaware.

13. Counterparts This Merger Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

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IN WITNESS WHEREOF, the Company and Valley have caused this Agreement and Plan of Merger to be signed by their respective duly authorized officers as of the date first above written.

NEFF RENTAL, INC.

By: 

Name: Juan Carlos Mas
Title: President

VALLEY RENTS AND READY MIX, INC.

By: 

Name: Juan Carlos Mas
Title: President

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Exhibit A

Delaware Certificate of Merger

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CERTIFICATE OF MERGER
OF
VALLEY RENTS AND READY MIX, INC.
WITH AND INTO
NEFF RENTAL, INC.

Pursuant to Sections 252 and 259 of the General Corporation Law of the State of Delaware, Valley Rents and Ready Mix, Inc., a Delaware corporation ("Valley"), hereby certifies to the following information relating to the merger (the "Merger") of Valley with and into Neff Rental, Inc., a Florida corporation (the "Company"). Valley and the Company are hereinafter sometimes collectively referred to as the "Constituent Corporations."

FIRST: The names and states of incorporation of each of the Constituent Corporations of the Merger are as follows:

NAME	STATE OF INCORPORATION
Valley Rents and Ready Mix, Inc.	Delaware
Neff Rental, Inc.	Florida

SECOND: An Agreement and Plan of Merger (the "Merger Agreement") dated as of December 22, 2006 has been approved, adopted, certified, executed and acknowledged by Valley in accordance with Section 252 of the General Corporation Law of the State of Delaware. Such approval, adoption, certification, execution and acknowledgement has been made by the Company in accordance with the laws of the State of Florida.

THIRD: The name of the surviving corporation is Neff Rental, Inc.

FOURTH: The Certificate of Incorporation of the Company as in effect immediately prior to the Merger and on file at the Secretary of State of the State of Florida shall continue to be the Certificate of Incorporation of the surviving corporation until duly altered, amended or repealed in accordance with the provisions thereof and applicable law.

FIFTH: An executed copy of the Merger Agreement is on file at the principal place of business of the Company, located at 3750 N.W. 87th Ave., Suite 400, Miami, FL 33178.

SIXTH: A copy of the Merger Agreement will be furnished by the Company on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: The aforesaid surviving corporation does hereby agree that it may be served with process in the State of Delaware in any proceeding for enforcement of any

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obligation of Valley, as well as for enforcement of any obligation of said surviving corporation arising from the merger herein certified, including any suit or other proceeding to enforce the right, if any, of any stockholder of Valley as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of the State of Delaware; does hereby irrevocably appoint the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following as the address to which a copy of such process shall be mailed by the Secretary of State of the State of Delaware:

3750 N.W. 87th Ave., Suite 400
Miami, FL 33178

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IN WITNESS WHEREOF, Valley has caused this Certificate of Merger to be signed by its duly authorized officer on this 22nd day of December, 2006.

VALLEY RENTS AND READY MIX, INC.

By:


Name: Juan Carlos Mas
Title:

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Exhibit B

Florida Articles of Merger

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**ARTICLES OF MERGER
of
NEFF RENTAL, INC.
(a Florida Corporation)**

AND

**VALLEY RENTS AND READY MIX, INC.
(a Delaware Corporation)**

Pursuant to Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Sections 252 and 259 of the Delaware General Corporation Law ("DGCL"), Neff Rental, Inc., a Florida corporation (the "Surviving Corporation") and Valley Rents and Ready Mix, Inc., a Delaware corporation (the "Merging Corporation"), submit the following Articles of Merger in accordance with provisions of the FBCA and the DGCL, and hereby certify as follows:

First: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u>
NEFF RENTAL, INC.	Florida	K54671

Second: The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>File No.</u>
VALLEY RENTS AND READY MIX, INC.	Delaware	4160490

Third: The Agreement and Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Agreement and Plan of Merger was adopted by the shareholders and directors of the Surviving Corporation on December 22, 2006 in accordance with Sections 607.1103 and 607.1108 of the FBCA.

Sixth: The Agreement and Plan of Merger was adopted by the shareholders and directors of the Merging Corporation on December 22, 2006 in accordance with Sections 251 and 259 of the DGCL.

Seventh: The address of the principal office of the Surviving Corporation is 3750 N.W. 87th Avenue, Suite 400, Miami, Florida 33178.

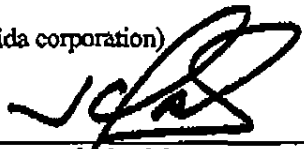
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IN WITNESS WHEREOF the parties to these Articles of Merger have caused them to be duly executed this 22nd day of December, 2006.

SURVIVING CORPORATION:

NEFF RENTAL, INC.


(a Florida corporation)

By : 
Name: Juan Carlos Mas
Title: President

MERGING CORPORATION:

**VALLEY RENTS AND READY MIX,
INC.**

(a Delaware Corporation)

By : 
Name: Juan Carlos Mas
Title: President