



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 834645 7176951
AUTHORIZATION *Spalden*
COST LIMIT : \$ 70.00

ORDER DATE : January 26, 2006
ORDER TIME : 11:23 AM
ORDER NO. : 834645-130
CUSTOMER NO: 7176951

FOREIGN FILINGS

NAME: H & E EQUIPMENT SERVICES, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward -- EXT# 2935

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

- 1. H&E Equipment Services, Inc. (Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp," "Inc.," "Co.," or "Corp.")
2. Delaware (State or country under the law of which it is incorporated)
3. 81-0053291 (FEI number, if applicable)
4. 9/22/05 (Date of incorporation)
5. Perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. 01/30/2006 (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11100 Mead Road, Suite 200, Baton Rouge, LA 70816 (Principal office address)
11100 Mead Road, Suite 200, Baton Rouge, LA 70816 (Current mailing address)

8. Heavy equipment sales, service and rental (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: Corporation Service Company
Office Address: 1201 Hays Street
Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Susan Enation, West Sec. (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

FILED
06 JAN 30 PM 3:11
TALLAHASSEE, FLORIDA

A. DIRECTORS

Chairman: Gary W. Bagley

Address: 4899 West 2100 South
Salt Lake City, UT 84120

Vice Chairman: Bradley W. Barber

Address: 11100 Mead Road, Suite 200,
Baton Rouge, LA 70816

Director: John M. Engquist

Address: 11100 Mead Road, Suite 200
Baton Rouge, LA 70816

Director: Gary W. Bagley

Address: 4899 West 2100 South
Salt Lake City, UT 84120

B. OFFICERS

President: John M. Engquist

Address: 11100 Mead Road, Suite 200
Baton Rouge, LA 70816

Vice President: William W. Fox

Address: 11100 Mead Road, Suite 200
Baton Rouge, LA 70816

Secretary: Leslie S. Magee

Address: 11100 Mead Road, Suite 200, Baton Rouge, LA 70816

Treasurer: Leslie S. Magee

Address: 11100 Mead Road, Suite 200, Baton Rouge, LA 70816

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. William W. Fox
(Signature of Director or Officer listed in number 12 of the application)

14. William W. Fox, Vice President
(Typed or printed name and capacity of person signing application)

Delaware

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The First State

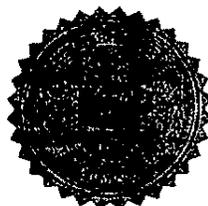
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "H&E EQUIPMENT SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "H&E EQUIPMENT SERVICES, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

4034343 8300

060078940



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4480122

DATE: 01-26-06