

F96000005347

Document Number Only

CF CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

600001974596--1
-10/15/96--01154--032
*****52.50 *****52.50

600001974596--1
-10/15/96--01154--033
*****70.00 *****70.00

General Rental, Inc.

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Joseph McInerney, do hereby certify
 that this Resolution of the Board of Directors of General Rental, Inc.
 a corporation duly organized and existing under the laws of the State of Delaware,
 was duly adopted on October 9, 19 96.

Resolved, that General Rental, Inc., organized
 and existing in the State of Delaware, hereby adopts the
 name General Rental Services, Inc. for use in Florida.

Dated: October 9, 1996


 Signature of Joseph McInerney, Director

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. General Rental, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 65-0698204
(FEI number, if applicable)
4. October 2, 1996
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 2101 N.W. 33rd Street, Pompano Beach, Florida 33069

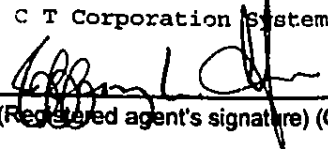
(Current mailing address)
8. To engage in the construction and mechanical equipment rental business.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

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10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

(Registered agent's signature) (Officer)

Jefferey R. Graves, Assistant Secretary
(Type Name and Title of Officer)

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached list of directors

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Joseph McInerney, Vice President _____
(Typed or printed name and capacity of person signing application)

**Appendix to Florida
Application by Foreign Corporation for Authorization
to Transact Business in Florida**

**OFFICERS AND DIRECTORS
OF
GENERAL RENTAL, INC.**

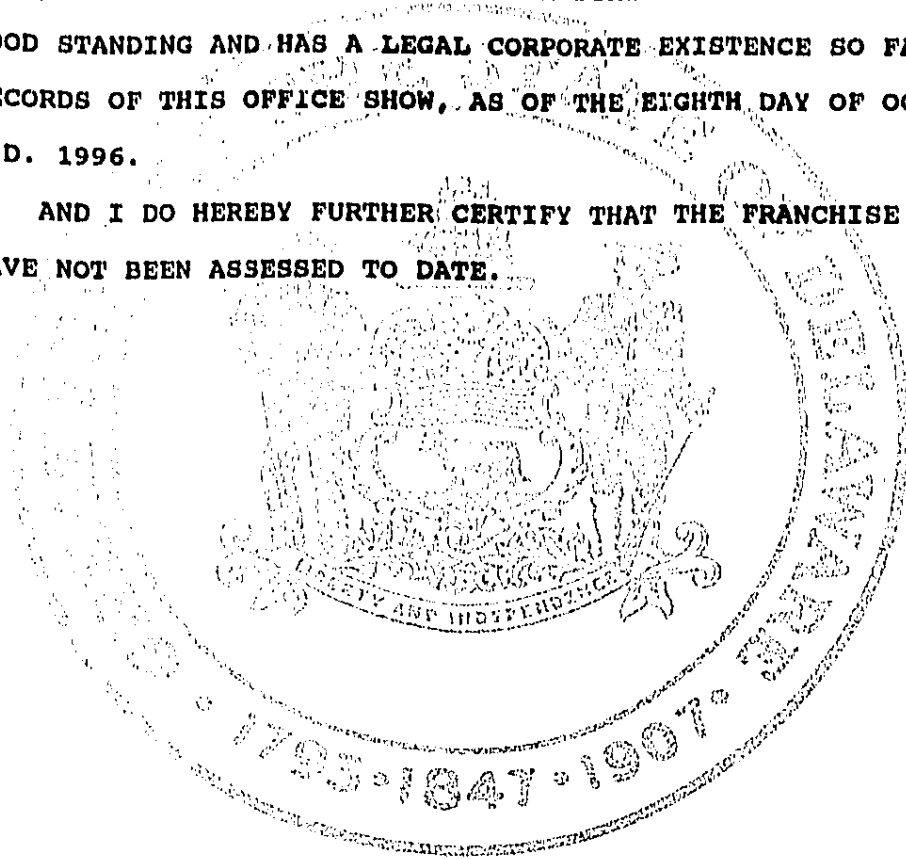
- | | | |
|-----------|--|--|
| 1) | Joseph McInerney
2101 N.W. 33rd Street
Pompano Beach, Florida
33069 | Director, Secretary, Treasurer
& Vice President |
| 2) | Robert Bobb
2101 N.W. 33rd Street
Pompano Beach, Florida
33069 | Director & Chairman of the Board |
| 3) | George Johnson
2101 N.W. 33rd Street
Pompano Beach, Florida
33069 | Director & President |
| 4) | Terrence Mulvihill
2101 N.W. 33rd Street
Pompano Beach, Florida
33069 | Director |
| 5) | Lisa Roumell
2101 N.W. 33rd Street
Pompano Beach, Florida
33069 | Director |
| 6) | Kevin Lancey
2101 N.W. 33rd Street
Pompano Beach, Florida
33069 | Vice President |

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GENERAL RENTAL, 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 EIGHTH DAY OF OCTOBER, A.D. 1996.

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



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Edward J. Freel

Edward J. Freel, Secretary of State

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960291776

AUTHENTICATION:

8137126

DATE:

10-08-96