

579978

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000203163 3)))



H08000203163ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : I200000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

FILED
2008 AUG 27 AM 10:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

CRANE RENTAL CORPORATION

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

APR
8/28/08

RECEIVED
2008 AUG 27 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

2008 AUG 27 AM 10:41

RESTATED ARTICLES OF INCORPORATION SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OF
CRANE RENTAL CORPORATION

ARTICLE I

Name

The name of the Corporation is Crane Rental Corporation.

ARTICLE II

Principal Office Address

The address of the Corporation's principal office is 170 N. Goldenrod Road, Orlando, Florida 32807.

ARTICLE III

Registered Office and Registered Agent

The name and street address of the Corporation's registered office in Florida are Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE IV

Shares

A. **Number of Authorized Shares.** The Corporation is authorized to issue 100,000,000 shares of capital stock, no par value, consisting of 50,000,000 Class A common shares, no par value (the "Class A Shares"), and 50,000,000 Class B common shares, no par value (the "Class B Shares;" and the Class B Shares collectively with the Class A Shares the "Common Shares").

B. **Class A Common Shares.**

(a) **Dividend Rights.** Subject to the rights of any class or series of shares having a preference over the Common Shares with respect to dividends, the Board of Directors of the Corporation may elect to pay or declare and set apart for payment any dividends or other distributions on Class A Shares out of any funds legally available therefor, provided that the Board of Directors of the Corporation shall not pay or declare or set apart for payment (or elect to do so) any such dividend or other distribution unless it also pays or declares or sets apart for payment such dividend or other distribution on the Class B Shares as is required under Section C, clause (a) of this Article IV.

(b) Liquidation Rights. Subject to the rights of any class or series of shares having a preference over the Common Shares with respect to the distribution of the proceeds of the liquidation of the Corporation, in the event of a voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of Class A Shares shall be entitled to receive, out of the assets of the Corporation legally available therefor, an amount per Class A Share such that the amount distributed with respect to each Class A Share is equal to the amount distributed with respect to each Class B Share.

(c) Conversion Rights.

(i) Each Class A Share may be converted into one Class B Share, as hereinafter provided. The Corporation shall, as soon as practicable after any Class A Shares are surrendered for conversion, issue and deliver to such holder of Class A Shares, or to the nominee or nominees of such holder, a certificate or certificates for the number of Class B Shares to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Class A Shares to be converted, and the Person or Persons entitled to receive the Class B Shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Class B Shares as of such date.

(ii) If the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Class A Shares for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the Person(s) entitled to receive the Class B Shares issuable upon such conversion of the Class A Shares shall not be deemed to have converted such Class A Shares until immediately prior to the closing of such sale of securities. On or after the date of the occurrence of the closing of a public sale as set forth above, and in any event within ten days after receipt of notice, by mail, postage prepaid from the Corporation of the occurrence of closing, each holder of Class A Shares, who shall have elected to convert such shares at such time shall surrender such holder's certificates evidencing such shares at the principal office of the Corporation or at such other place as the Corporation shall designate, and shall thereupon be entitled to receive certificates evidencing the number of Class B Shares into which such Class A Shares are converted. On the date of such closing, each holder of Class A Shares who shall have elected to convert such shares at such time shall be deemed to be a holder of record of the Class B Shares, as applicable, issuable upon such conversion, notwithstanding that (i) the certificates representing such Class A Shares shall not have been surrendered at the office of the Corporation, (ii) notice from the Corporation shall not have been received by any holder of Class A Shares, or (iii) the certificates evidencing such Class B Shares shall not then be actually delivered to such Person.

(d) Voting Rights. In any vote of shareholders of the Corporation, each holder of Class A Shares shall be entitled to cast one vote for each Class A Share owned by such holder.

C. Class B Common Shares.

(a) Dividend Rights. Subject to the rights of any class or series of shares having a preference over the Common Shares with respect to dividends, if the Board of Directors of the Corporation shall elect to pay or declare and set apart for payment any dividend or other distribution (other than one payable in Common Shares, Stock Purchase Rights (as defined below) or Convertible Securities (as defined below), as to which the next succeeding paragraph shall govern) on any Common Shares of the Corporation out of any funds legally available therefor, the holder of each Class B Share shall be entitled at such time to receive a dividend out of such legally available funds equal to the dividend payable with respect to each Class A Share.

If the Board of Directors of the Corporation shall elect to pay or declare and set apart for payment any dividend or other distribution on any Common Shares payable in Common Shares, Stock Purchase Rights or Convertible Securities, then the Common Shares so issued to the holders of Class B Shares in any such dividend or distribution, or upon the conversion of any Convertible Securities so issued to the holders of Class B Shares in any such dividend or distribution, or upon the exercise of any Stock Purchase Rights, or the conversion of any Convertible Securities issued upon the exercise of any Stock Purchase Rights, so issued to the holders of Class B Shares in any such dividend or distribution, shall be Class B Shares, and each holder of a Class B Share shall be entitled to receive in any such dividend or distribution the same number of Common Shares and the same number and type of Stock Purchase Rights and Convertible Securities as are received by each holder of a Class A Share and on the same terms, except that the Common Shares so issued or issuable to holders of Class B Shares shall be Class B Shares.

(b) Liquidation Rights. Subject to the rights of any class or series of shares having a preference over the Common Shares with respect to the distribution of the proceeds of the liquidation of the Corporation, in the event of a voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of Class B Shares shall be entitled to receive, out of the assets of the Corporation legally available therefor, an amount per Class B Share equal to the amount distributed per Class A Share.

(c) Conversion Rights.

(i) Each Class B Share may be converted into one Class A Share, as hereinafter provided. The Corporation shall, as soon as practicable after any Class B Shares are surrendered for conversion, issue and deliver to such holder of Class B Shares, or to the nominee or nominees of such holder, a certificate or certificates for

the number of Class A Shares to which such holder shall be entitled as aforesaid. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the Class B Shares to be converted, and the Person or Persons entitled to receive the Class A Shares issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Class A Shares as of such date.

(ii) If the conversion is in connection with an underwritten offer of securities registered pursuant to the Securities Act of 1933, as amended, the conversion may, at the option of any holder tendering Class B Shares for conversion, be conditioned upon the closing with the underwriter of the sale of securities pursuant to such offering, in which event the Person(s) entitled to receive the Class A Shares issuable upon such conversion of the Class B Shares shall not be deemed to have converted such Class B Shares until immediately prior to the closing of such sale of securities. On or after the date of the occurrence of the closing of a public sale as set forth above, and in any event within ten days after receipt of notice, by mail, postage prepaid from the Corporation of the occurrence of closing, each holder of Class B Shares, who shall have elected to convert such shares at such time shall surrender such holder's certificates evidencing such shares at the principal office of the Corporation or at such other place as the Corporation shall designate, and shall thereupon be entitled to receive certificates evidencing the number of Class A Shares into which such Class B Shares are converted. On the date of such closing, each holder of Class B Shares who shall have elected to convert such shares at such time shall be deemed to be a holder of record of the Class A Shares, as applicable, issuable upon such conversion, notwithstanding that (i) the certificates representing such Class B Shares shall not have been surrendered at the office of the Corporation, (ii) notice from the Corporation shall not have been received by any holder of Class B Shares, or (iii) the certificates evidencing such Class A Shares shall not then be actually delivered to such Person.

(d) Voting Rights. So long as any Class B Shares are outstanding, the Corporation shall not, without the written consent or the affirmative vote at a meeting of at least two-thirds (2/3) of the total number of Class B Shares then outstanding, voting as a separate voting group (with each Class B Share being entitled to one vote), in any manner, whether by amendment to the Articles of Incorporation or By-Laws of the Corporation or otherwise, including as a result of any merger, consolidation or other similar transaction, amend or repeal any provision of, or add any provision to, the Corporation's Articles of Incorporation or By-Laws if such action would alter or change the designations, relative rights, preferences or limitations of, or the restrictions provided for the benefit of, the Class B Shares so as to have an adverse effect on the Class B Shares. Except as otherwise required by Florida law, the holders of Class B Shares shall have no other voting rights.

(e) Notices of Record Date. In the event of any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to vote or consent to any action or matter, to receive any dividend or other distribution, any right to subscribe for, purchase

or otherwise acquire any shares of any class or any other securities or property, or to receive any other right, or otherwise, the Corporation shall mail to each holder of Class B Shares, at least 20 days prior to the record date specified therein, a notice specifying the record date for the purpose of such vote or consent, dividend, distribution or right or other thing, and the amount and character of such dividend, distribution or right or other thing.

D. Definitions.

"Convertible Securities" shall mean evidences of indebtedness, shares (including, without limitation, preferred shares) or other securities which are convertible into or exchangeable or exercisable for, with or without payment of additional consideration, Common Shares, either immediately or upon the arrival of a specified date or the happening of a specified event.

"Person" shall mean an individual, a corporation, an association, a joint-stock company, a business trust or other similar organization, a partnership, a joint venture, a trust, an unincorporated organization, or a government or any agency, instrumentality or political subdivision thereof.

"Stock Purchase Rights" shall mean any warrants, options or other rights to subscribe for, purchase or otherwise acquire any Common Shares or any Convertible Securities, either immediately or upon the arrival of a specified date or the happening of a specified event.

831772

Adoption of Restatement

These Restated Articles of Incorporation were approved by unanimous written consent of the Board of Directors of the Corporation on August 21, 2008. These Restated Articles do not contain any amendments which require shareholder approval. These Restated Articles have been adopted in accordance with the provisions of the Florida Business Corporation Act.

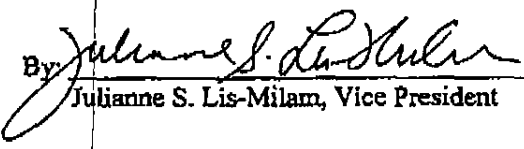
[Signature Page Follows]

Signature Page to Restated Articles of Incorporation
for Crane Rental Corporation

Date: August 21, 2008

CRANE RENTAL CORPORATION

By


Julianne S. Lis-Milam, Vice President

S-1