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F97000003313

CT CORPORATION SYSTEM

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CORPORATION(S) NAME

Merger

*JAK CONSTRUCTION EQUIPMENT INC.
merge into: US Rental, Inc.*

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ARTICLES OF MERGER
Merger Sheet

MERGING:

JAX CONSTRUCTION EQUIPMENT, INC., a Florida corporation V11679

into

U.S. RENTALS, INC., a Delaware corporation F97000003313

File date: May 28, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
U.S. Rentals, Inc.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Jax Construction Equipment, Inc.	Florida

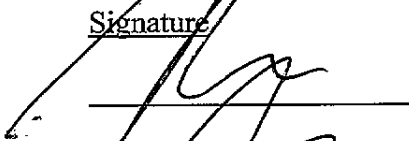
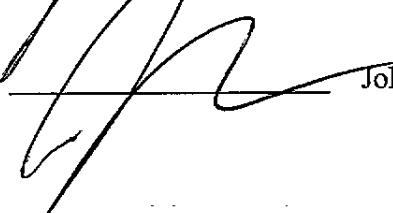
Third: The Agreement and Plan of Merger is attached.

Fourth: The merger shall become effective on the 28th day of May, 1999, at 12:01 A.M.

Fifth: Adoption of Merger by surviving corporation -
The Agreement and Plan of Merger was adopted by the shareholders of the surviving corporation on May 18th, 1999.

Sixth: Adoption of Merger by merging corporation -
The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 18th, 1999.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
U.S. Rentals, Inc.		John N. Milne, President
Jax Construction Equipment, Inc.		John N. Milne, President

Dated: May 18, 1999.

**AGREEMENT AND PLAN OF MERGER
OF
JAX CONSTRUCTION EQUIPMENT, INC.
WITH AND INTO
U.S. RENTALS, INC.**

This Agreement and Plan of Merger (the "Agreement") is entered into as of this 18th day of May, 1999, by and between U.S. RENTALS, INC., a Delaware corporation ("U.S. Rentals"), and JAX CONSTRUCTION EQUIPMENT, INC., a Florida corporation ("Jax Construction Equipment"), and sets forth the terms and conditions upon which, at the Effective Time (hereinafter defined), Jax Construction Equipment, Inc. shall be merged with and into U.S. Rentals.

1. Constituent Corporations.

The constituent corporations party to this Agreement (the "Constituent Corporations") are U.S. Rentals and Jax Construction Equipment. Jax Construction Equipment shall be merged with and into U.S. Rentals (the "Merger") and U.S. Rentals shall be the surviving corporation in the Merger (the "Surviving Corporation"), with its corporate name remaining "U.S. Rentals, Inc." after the Merger.

2. Effective Time.

The Merger shall become effective at 12:01 a.m. EDT on May 28, 1999 (the "Effective Time"). On such date prior to the Effective Time as the Surviving Corporation shall determine in its sole discretion (i) pursuant to Section 252(c) of the General Corporation Law of Delaware and in lieu of filing this Agreement, a Certificate of Merger, in the form attached hereto as Exhibit A, shall be executed and filed by the Surviving Corporation with the Secretary of State of Delaware, and (ii) pursuant to Section 606.1105 of the Florida Business Corporation Act, Articles of Merger, in the form attached hereto as Exhibit B, shall be executed and filed by the Surviving Corporation with the Department of State of Florida.

3. Terms and Conditions of Merger.

- (a) The Merger shall be effected pursuant to the provisions of the General Corporation Law of Delaware, the Florida Business Corporation Act and in accordance with the terms set forth in this Agreement. The Merger may be abandoned at any time before the Articles of Merger and Certificate of Merger are filed in accordance with Section 2 of this Agreement by action of the Board of Directors of either of the Constituent Corporations.
- (b) At the Effective Time, Jax Construction Equipment will be merged with and into U.S. Rentals with the effects set forth in Sections 607.1106 and 607.1107 of the Florida Business Corporation Act and Section 259 of the General Corporation Law of Delaware, and the separate corporate existence of Jax Construction Equipment

shall cease and the corporate existence of U.S. Rentals shall continue as the Surviving Corporation. The Articles of Incorporation and Bylaws of U.S. Rentals as in effect immediately prior to the Effective Time shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation after the Effective Time until they may be thereafter duly amended in accordance with applicable law. The officers and directors of U.S. Rentals in office immediately prior to the Effective Time shall continue as the officers and directors of the Surviving Corporation after the Effective Time until their successors are duly elected or appointed, as the case may be, and qualified in accordance with the Bylaws of U.S. Rentals and all applicable law.

4. Manner and Basis of Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of capital stock of the Constituent Corporations will be converted, exchanged and cancelled as follows:

- (a) Surviving Corporation. The outstanding shares of capital stock of U.S. Rentals will not be converted, exchanged or altered in any manner as a result of the Merger and will remain outstanding shares of capital stock of U.S. Rentals.
- (b) Merging Corporation. Inasmuch as Jax Construction Equipment and U.S. Rentals are both wholly-owned subsidiaries of United Rentals (North America), Inc. and U.S. Rentals is to be the Surviving Corporation in the Merger, no cash, shares, other securities or obligations will be distributed or issued upon conversion or cancellation of the shares of Jax Construction Equipment, and each of the outstanding shares of capital stock of Jax Construction Equipment will be cancelled and retired and cease to exist by virtue of the Merger and without any action on the part of the holder thereof.

[Signature page follows on next page.]

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by their respective Boards of Directors and shareholders, have caused this Agreement to be signed in their respective corporate names as of the date first written above.

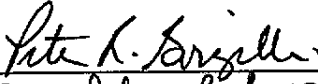
JAX CONSTRUCTION EQUIPMENT, INC.

By: 
John N. Milne, President

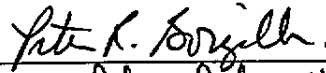
U.S. RENTALS, INC.

By: 
John N. Milne, President

The undersigned Asst. Secretary of Jax Construction Equipment, Inc. hereby certifies that the sole shareholder of Jax Construction Equipment, Inc. has adopted this Agreement by written consent to action without a meeting, pursuant to Section 607.0704 of the Florida Business Corporation Act.


Name: Peter R. Borzilleri

The undersigned Asst. Secretary of U.S. Rentals, Inc. hereby certifies that the sole shareholder of U.S. Rentals, Inc. has adopted this Agreement by written consent to action without a meeting, pursuant to Section 228 of the General Corporation Law of Delaware.


Name: Peter R. Borzilleri

CERTIFICATE OF MERGER
OF
JAX CONSTRUCTION EQUIPMENT, INC.
WITH AND INTO
U.S. RENTALS, INC.

Pursuant to Section 252(c) of the General Corporation Law of Delaware and in lieu of filing an agreement of merger, the undersigned corporation does hereby submit the following Certificate of Merger as the surviving corporation in a merger between a domestic business corporation and a foreign business corporation.

1. U.S. Rentals, Inc., a Delaware corporation, and Jax Construction Equipment, Inc., a Florida corporation, are the constituent corporations (the "Constituent Corporations").
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Section 252(c) of the General Corporation Law of Delaware.
3. The name of the surviving corporation is U.S. Rentals, Inc. (the "Surviving Corporation").
4. The Certificate of Incorporation of the Surviving Corporation shall be its Certificate of Incorporation.
5. The executed Agreement and Plan of Merger is on file at the office of the Surviving Corporation, at the following address: U.S. Rentals, Inc., Four Greenwich Office Park, Greenwich, Connecticut 06830.
6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either Constituent Corporation.
7. The merger shall become effective upon the 28th day of May, A.D. 1999, at 12:01 A.M.
8. Jax Construction Equipment, Inc. is authorized to issue 2,000 shares of capital stock with a par value of \$1.00 per share of which 1,000 shares are designated as voting common stock and 1,000 are designated as non-voting common stock.

IN WITNESS WHEREOF, this Certificate of Merger has been signed by the President of the Surviving Corporation, in accordance with Section 103 of the General Corporation Law of Delaware, this ___ day of May, 1999.

U.S. RENTALS, INC., a Delaware corporation

By: _____

John N. Milne,
President

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>
U.S. Rentals, Inc.	Delaware

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

<u>Name</u>	<u>Jurisdiction</u>
Jax Construction Equipment, Inc.	Florida

Third: The Agreement and Plan of Merger is attached.

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Sixth: Adoption of Merger by merging corporation -
The Agreement and Plan of Merger was adopted by the shareholders of the merging corporation(s) on May ____, 1999.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
U.S. Rentals, Inc.	_____	John N. Milne, President
Jax Construction Equipment, Inc.	_____	John N. Milne, President

Dated: May ____, 1999.