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CORPORATION(S) NAME

Gator Equipment Rental, Inc
merging into:
U.S. Rentals, Inc.

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C. COULLETTE AUG 17 1999

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Jeffrey Butterfield

In error Gator Equipment Company, Inc.,
K72291 was merged on the data base.
Record corrected 12/14/99 - sp

File Record



ARTICLES OF MERGER
Merger Sheet

MERGING:

GATOR EQUIPMENT RENTAL, INC., a Florida corporation, G93834

into

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

File date: August 17, 1999 , effective August 18, 1999

Corporate Specialist: Cheryl Coulliette

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>
Gator Equipment Rental, Inc.	Florida

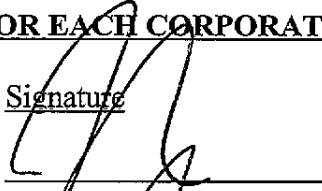

Third: The Agreement and Plan of Merger is attached.

Fourth: The merger shall become effective on the 18th day of August, 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 August 13, 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 August 13, 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
Gator Equipment Rental, Inc.		John N. Milne, President

Dated: August 13, 1999.

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TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
OF
GATOR EQUIPMENT RENTAL, INC.
WITH AND INTO
U.S. RENTALS, INC.**

This Agreement and Plan of Merger (the "Agreement") is entered into as of this 13th day of August, 1999, by and between U.S. RENTALS, INC., a Delaware corporation ("U.S. Rentals"), and GATOR EQUIPMENT RENTAL, INC., a Florida corporation ("Gator Equipment"), and sets forth the terms and conditions upon which, at the Effective Time (hereinafter defined), Gator Equipment 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 Gator Equipment. Gator 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 August 18, 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 607.1105 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, Gator Equipment will be merged with and into U.S. Rentals with the effects set forth in Section 607.11101 of the Florida Business Corporation Act and Section 259 of the General Corporation Law of Delaware, and the separate

corporate existence of Gator 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 Gator 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 Gator Equipment, and each of the outstanding shares of capital stock of Gator 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.

GATOR EQUIPMENT RENTAL, INC.

By: 
John N. Milne, President


U.S. RENTALS, INC.

By: 
John N. Milne, President

The undersigned _____ Secretary of Gator Equipment Rental, Inc. hereby certifies that the sole shareholder of Gator Equipment Rental, 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: MICHAEL J. NOLAN

The undersigned _____ 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: MICHAEL J. NOLAN

CERTIFICATE OF MERGER
OF
GATOR EQUIPMENT RENTAL, 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 Gator Equipment Rental, 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 the Certificate of Incorporation of U.S. Rentals, Inc.
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 ___ day of _____, A.D. 1999, at 12:01 A.M.
8. Gator Equipment Rental, Inc. is authorized to issue 7,000 shares of common stock with a par value of \$1.00 per share.

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 _____, 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>
Gator Equipment Rental, Inc.	Florida

Third: The Agreement and Plan of Merger is attached.

Fourth: The merger shall become effective on the ____ day of _____, 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 _____, 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 _____, 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
Gator Equipment Rental, Inc.	_____	John N. Milne, President

Dated: _____, 1999.