

F98000001536



ACCOUNT NO. : 072100000032

REFERENCE : 961589 121049A

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 122.50

ORDER DATE : September 15, 1998

ORDER TIME : 2:51 PM

ORDER NO. : 961589-005

CUSTOMER NO: 121049A

CUSTOMER: Mr. David C. Ristaino
Akerman Senterfitt & Eidson,
Las Olas Centre, Suite 950
450 East Las Olas Boulevard
Fort Lauderdale, FL 33301

500002640285--4

FILED
98 SEP 15 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

VILLELLA HOLDING COMPANY

INTO

NATIONSRENT, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: ANDREA MABRY

EXAMINER'S INITIALS:

RECEIVED
98 SEP 15 PM 3:28
DIVISION OF CORPORATION

See 9/16

ARTICLES OF MERGER
Merger Sheet

MERGING:

VILLELLA HOLDING COMPANY, a Florida corporation, 511795

INTO

NATIONSRENT, INC., a Delaware corporation, F98000001536

File date: September 15, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 122.50

ARTICLES OF MERGER

OF

NATIONSRENT, INC.

AND

VILLELLA HOLDING COMPANY

FILED
98 SEP 15 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

1. Attached hereto and made a part hereof is the Plan of Merger for merging VILLELLA HOLDING COMPANY, a Florida corporation (the "Company"), with and into NATIONSRENT, INC., a Delaware corporation ("NationsRent"), as adopted by the board of directors of the Company on September 10, 1998 and adopted by the executive committee of the board directors of NationsRent on September 3, 1998.
2. The shareholders of the Company entitled to vote on the Plan of Merger approved and adopted the Plan of Merger by written consent given by them on September 10, 1998 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.
3. Approval of the Plan of Merger by the shareholders of NationsRent was not required.
4. The merger of the Company with and into NationsRent is permitted by the laws of the jurisdiction of organization of NationsRent and has been authorized in compliance with such laws.
5. NationsRent will continue its existence as the surviving corporation under its present name, "NationsRent, Inc."
6. The effective date of the merger herein provided for shall be the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

VILLELLA HOLDING COMPANY.
a Florida corporation

By: Linda Short
Name: LINDA SHORT
Title: V.P.

NATIONSRENT, INC.,
a Delaware corporation

By: Fred E. Whaley
Fred E. Whaley, Vice President

PLAN OF MERGER

This Plan of Merger (this "Plan") is adopted as of the 15 day of September, 1998 by NationsRent, Inc., a Delaware corporation ("NationsRent") and Villella Holding Company, a Florida corporation (the "Company").

RECITALS

The executive committee of the board of directors of NationsRent and the board of directors and shareholders of the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that the Company be merged with and into NationsRent on the terms and subject to the conditions set forth herein (the "Merger").

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), the Company shall be merged with and into NationsRent in accordance with the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"), and the separate existence of the Company shall cease and NationsRent shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Delaware.

ARTICLE II

The Surviving Corporation

A. At the Effective Time, the certificate of incorporation of NationsRent, as in effect immediately prior to the Effective Time, shall be the certificate of incorporation of the Surviving Corporation, and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

B. At the Effective Time, the bylaws of NationsRent, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

C. At the Effective Time, the officers and directors of NationsRent in office at the Effective Time shall be the officers and directors of the Surviving Corporation, all of whom shall hold their offices and directorships until their respective successors have been elected and qualified or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of the Company, \$.10 par value per share (the "Company Common Stock"), issued and outstanding immediately prior to the Effective Time (other than shares of Company Common Stock held in treasury), by virtue of the Merger and without any action on the part of the holder thereof, shall be converted into the right to receive, (i) 163.21 shares of common stock, \$.01 par value per share, of NationsRent, ("Nations Common Stock"), and (ii) cash in an amount equal to \$ 1,104.73. Fractional shares of Nations Common Stock will not be issued; rather, shares of Nations Common Stock will be issued determined to the nearest whole share of Nations Common Stock.

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each right to acquire shares of Company Common Stock issued and outstanding, to the extent that any such rights exist, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and extinguished.

D. Each share of Nations Common Stock, \$.01 par value per share, issued and outstanding immediately prior to the Effective Time shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and NationsRent shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and NationsRent shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Time

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware with respect to the Merger.

[END OF DOCUMENT]