

# F99000002985

## Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-06/30/99--01061--015  
\*\*\*183.75 \*\*\*183.75

## CORPORATION(S) NAME

NationsRent USA, Inc. (DE)

merging:

High Reach Company, Inc. (FL)

Gold Coast Aerial Lift, Inc. (FL)

Southeast Rental & Leasing, Inc (FL)

Hudson Rental Center, Inc. (FL)

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JUN 30 PM 4:31

FILED

Name \_\_\_\_\_ 06/30/99  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 JUN 30 AM 11:26

RECEIVED

*merger*

S. PAYNE JUN 30 1999

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HIGH REACH COMPANY, INC., a FL corp., 598368

GOLD COAST AERIAL LIFT, INC., a FL corp., J00760

SOUTHEAST RENTAL & LEASING, INC., a FL corp., V59710

HUDSON RENTAL CENTER, INC., a FL corp., 653894

INTO

**NATIONSRENT USA, INC.**, a Delaware corporation, F99000002985

File date: June 30, 1999

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 30, 1999

CT Corporation System

Tallahassee, FL

SUBJECT: NATIONSRENT USA, INC.  
Ref. Number: F99000002985

We have received your document for NATIONSRENT USA, INC. and check(s) totaling \$183.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

The plan of merger is ok -- just the articles of merger need to be redone.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6901.

Susan Payne  
Senior Section Administrator

Letter Number: 399A00034527

RECEIVED

99 JUN 30 PM 4:00

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*Please  
Back-Date*

*Theresa  
JH*

## ARTICLES OF MERGER

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 are:**

**Name** \_\_\_\_\_

NationsRent USA, Inc.

**Second: The name and jurisdiction of each merging corporation are:**

**Name**

High Reach Company, Inc.

Gold Coast Aerial Lift, Inc.

Southeast Rental & Leasing, Inc.

Hudson Rental Center, Inc.

**Third: The Plan of Merger is attached.**

**Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State**

**OR** 06 / 30 / 99 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)  
10:01 a.m. (EDST)

**Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on June 30, 1999 and shareholder approval was not required.

**Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)**

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

**The Plan of Merger was adopted by the board of directors of the merging corporation(s) on June 30, 1999 and shareholder approval was not required.**

*(Attach additional sheets if necessary)*

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

(Note: Please see instructions for required signatures.)

Name of Entity \_\_\_\_\_ Signature(s) \_\_\_\_\_

Typed or Printed Name of Individual

NationsRent USA, Inc.

Joseph H. Izhakoff, Vice President  
Pamela K.M. Beall, Asst. Secretary

*(Attach additional sheet(s) if necessary)*

**Exhibit "A"**

**PLAN OF MERGER**

This Plan of Merger (this "Plan") is adopted as of the 30th day of June, 1999 by NationsRent USA, Inc., a Delaware corporation ("Parent").

**RECITALS**

The board of directors of Parent has determined that it is advisable and in the best interest of Parent and High Reach Company, Inc., Gold Coast Aerial Lift, Inc., Southeast Rental & Leasing, Inc. and Hudson Rental Center, Inc., all Florida corporations and wholly-owned subsidiaries of Parent (collectively the "Merging Subsidiaries"), that the Merging Subsidiaries be merged (the "Merger") with and into Parent on the terms and subject to the conditions set forth herein.

**ARTICLE I**

**The Merger**

At the Effective Time (as defined in Article V hereof), the Merging Subsidiaries shall be merged with and into Parent in accordance with the Florida General Corporation Act and the General Corporation Law of the State of Delaware, and the separate existence of the Merging Subsidiaries shall cease and Parent 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 Parent, as in effect immediately prior to the Effective Time, shall be the Certificate of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Parent, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed.

C. At the Effective Time, the officers and directors of Parent shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

### **ARTICLE III**

#### **Manner and Basis of Converting Shares**

A. At the Effective Time, each share of stock of the Merging Subsidiaries (the "Merging Subsidiary Stock") which shall be issued and outstanding shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

B. At the Effective Time, each share of Merging Subsidiary Stock held in treasury shall be canceled and extinguished.

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

### **ARTICLE IV**

#### **Effect of Merger**

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

### **ARTICLE V**

#### **Effective Time**

As used in this Agreement, the term "Effective Time" shall mean 10:01 a.m. (EDST) on June 30, 1999.

### **ARTICLE VI**

#### **Amendment, Modification and Termination**

The Board of Directors of Parent may amend, terminate and/or abandon the Merger at any time prior to the Effective Time.

**[END OF DOCUMENT]**