

H30845

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December 15, 1997

EFFECTIVE DATE
1/1/98

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-12/17/97--01035--001
****122.50 ****122.50

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger of BECo Rental, Inc. into Park's Rental & Sales, Inc.

Gentlemen:

Enclosed herewith for filing please find Articles of Merger of BECo Rental, Inc. into Park's Rental & Sales, Inc. Both corporations are Florida corporations. The surviving corporation is Park's Rental & Sales, Inc. The merger is to be effective January 1, 1998.

Please file the Articles and return a certified copy to the attention of the undersigned.

Our check in the amount of \$122.50 is enclosed herewith to cover the filing fee and the certified copy charges.

Thank you for your cooperation in this matter.

Sincerely,


Bruce R. Abernethy, Jr.

BRA/jlb
Enclosures

VS DEC 22 1997

merger

H30845

ARTICLES OF MERGER
Merger Sheet

MERGING:

BECO RENTAL, INC., a Florida corporation, K54938

INTO

PARK'S RENTAL & SALES, INC., a Florida corporation, H30845

File date: December 17, 1997, effective January 1, 1998

Corporate Specialist: Velma Shepard

ARTICLES OF MERGER OF
BECO RENTAL, INC., A FLORIDA CORPORATION
INTO PARK'S RENTAL & SALES, INC., A FLORIDA CORPORATION

This instrument reflects Articles of Merger between
RENTAL, INC., a Florida corporation and PARK'S RENTAL & SALES,
INC., a Florida corporation.

Pursuant to Section 607.1105 of the Florida Business
Corporation Act (the "Act"), BECO RENTAL, INC. and PARK'S RENTAL &
SALES, INC. adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated December 4, 1997
("Plan of Merger"), between BECO RENTAL, INC. and PARK'S RENTAL &
SALES, INC. was approved and adopted by Kirby A. Park and Mark A.
Lyda, being the sole Shareholders and the sole Directors of BECO
RENTAL, INC. on December 4, 1997 and was adopted by Kirby A. Park
and Mark A. Lyda, being the sole Shareholders and the sole
Directors of PARK'S RENTAL & SALES, INC. on December 4, 1997.

2. Pursuant to the Plan of Merger, all issued and outstanding
shares of BECO RENTAL, INC.'S stock will be acquired by means of a
merger of BECO RENTAL, INC. into PARK'S RENTAL & SALES, INC., with
PARK'S RENTAL & SALES, INC. being the surviving Corporation (the
"Merger").

3. The Plan of Merger is attached as Exhibit "A" and
incorporated by reference as if fully set forth herein.

4. Pursuant to Section 607.1105(1)(b) of the Act, the date
and time of the effectiveness of the Merger shall be January 1,
1998.

FILED

97 DEC 17 AM 11:5

SECRETARY OF STATE
TALBECOSSEE FLORIDA

EFFECTIVE DATE

1/1/98

IN WITNESS WHEREOF, the parties have hereunto set their hands
and seals this 4th day of December, 1997.

BECO RENTAL, INC.

Kirby A. Park, Sec.
Kirby A. Park, Secretary

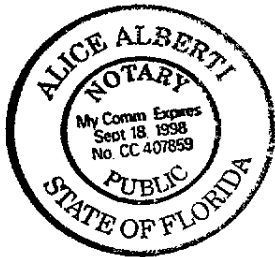
By: Mark A. Lyda
Mark A. Lyda, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly
authorized in the State aforesaid and in the County aforesaid to
take acknowledgments, personally appeared Mark A. Lyda and Kirby A.
Park, who are known to be the President and Secretary of BECO
RENTAL, INC. They are personally known to me or have produced
valid Florida Drivers Licenses as identification and did not take
an oath, and they executed the foregoing instrument and
acknowledged to and before me that they executed the same.

WITNESS my hand and official seal in the County and State last
aforesaid this 4th day of December, 1997.



Alice Alberti
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

ALICE ALBERTI
PRINTED NAME OF NOTARY
MY COMMISSION EXPIRES: September 18, 1998

PARK'S RENTAL & SALES, INC.

Mark A. Lyda
Mark A. Lyda, Secretary

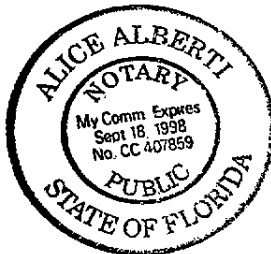
By: Kirby A. Park, Pres.
Kirby A. Park, President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF ST. LUCIE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Kirby A. Park and Mark A. Lyda, who are known to be the President and Secretary of PARK'S RENTAL & SALES, INC. They are personally known to me or have produced valid Florida Drivers Licenses as identification and did not take an oath, and they executed the foregoing instrument and acknowledged to and before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th day of December, 1997.



Alice Alberti
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

ALICE ALBERTI
PRINTED NAME OF NOTARY

MY COMMISSION EXPIRES: September 18, 1998

EXHIBIT "A"

PLAN OF MERGER

This instrument is intended to set forth the Plan of Merger by and between PARK'S RENTAL & SALES, INC., a Florida corporation (the "Surviving Corporation") and BECo RENTAL, INC., a Florida corporation (the "Disappearing Corporation"), (said corporations being hereinafter collectively referred to as the "Constituent Corporations"). This merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Section 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. **ARTICLES OF INCORPORATION.** The Articles of Incorporation of the Surviving Corporation, which are in effect immediately prior to the effective date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **DISTRIBUTION TO SHAREHOLDERS OF THE CONSTITUENT CORPORATIONS.** Upon the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without further act be converted into and exchanged for an equivalent number of shares of common stock of the Surviving Corporation. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's Stock.

3. SATISFACTION OF RIGHTS OF THE DISAPPEARING CORPORATION'S SHAREHOLDERS. All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. FRACTIONAL SHARES. Fractional shares of the Surviving Corporation's stock will not be issued. Former holders of the Disappearing Corporation's stock who would be entitled to receive fractional shares of the Surviving Corporation's stock on the Effective Date shall receive in lieu thereof cash in an amount to be determined by the Board of Directors of the Surviving Corporation.

5. EFFECT OF MERGER. On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

6. SUPPLEMENTAL ACTION. If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporation, as the case may be,

whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. FILING WITH THE FLORIDA DEPARTMENT OF STATE AND EFFECTIVE DATE. Upon the closing, as provided in the Agreement of Merger of which this Plan is a part, the Disappearing Corporation and the Surviving Corporation shall cause their respective Presidents to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Department of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify that the "Effective Date" shall be the 1st day of January, 1998.

8. AMENDMENT AND WAIVER. Any of the terms or conditions of this Plan may be waived at any time by one of the Constituent Corporations which is, or the Shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the Shareholders of the Constituent Corporations by an agreement in writing executed in the same manner

(but not necessarily by the same persons), or any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. TERMINATION. At any time before the effective date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the Shareholders of the respective Constituent Corporations.

BECO RENTAL, INC.

Kim A. Park
Secretary
(Corporate Seal)

By: Mark A. Lyde
President

Dated: 12/4/97

PARK'S RENTAL & SALES, INC.

Mark A. Lyde
Secretary
(Corporate Seal)

By: Kim A. Park
President

Dated: 12/4/97

JOINDER OF DIRECTORS

Come now the undersigned, being the sole Directors of BECo RENTAL, INC. and PARK'S RENTAL & SALES, INC., and do hereby consent to and indicate their joinder in the herein described Plan of Merger between BECo RENTAL, INC. and PARK'S RENTAL & SALES, INC.

Kirby A. Park

Kirby A. Park, Director of BECo RENTAL, INC. and PARK'S RENTAL & SALES, INC.

DATED: 12/4/97

Mark A. Lyda

Mark A. Lyda, Director of BECo RENTAL, INC. and PARK'S RENTAL & SALES, INC.

JOINDER OF SHAREHOLDERS OF CONSTITUENT CORPORATIONS

Come now the undersigned, being the sole Shareholders of BECo RENTAL, INC. and PARK'S RENTAL & SALES, INC., and do hereby join in the consent to the herein described Plan of Merger between BECo RENTAL, INC. and PARK'S RENTAL & SALES, INC.

Kirby A. Park

Kirby A. Park, Shareholder of BECo RENTAL, INC. and PARK'S RENTAL & SALES, INC.

DATED: 12/4/97

Mark A. Lyda

Mark A. Lyda, Shareholder of BECo RENTAL, INC. and PARK'S RENTAL & SALES, INC.