

Document Number Only

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

100003399121--6
-09/20/00--01048--001
*****70.00 *****70.00

100003399121--6
-09/20/00--01048--002
*****8.75 *****8.75

CORPORATION(S) NAME

Merger

Conco Development MD Corp.

Merging: Conco Development Corp.

<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		

Name 9/20/00
Availability 9/20/00
Document 9/20/00
Examiner APR
Updater APR
Verifier APR
Acknowledgement APR
W.P. Verifier APR

09/20/00

Order#:

Ref#:

Amount:\$

00 SEP 20 PM 2:56
STATE
TALLAHASSEE, FLORIDA

00 SEP 20 AM 11:19
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

RECEIVED

ARTICLES OF MERGER
Merger Sheet

MERGING:

CONCO DEVELOPMENT CORP., a Florida corporation J12670

INTO

CONCO DEVELOPMENT MD CORP. a Maryland corporation not qualified in
Florida

File date: September 20, 2000

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
(Profit Corporations)

FILED
SEP 20 PM 2:56
TALLAHASSEE, FLORIDA
CLERK OF CIRCUIT COURT

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>
Conco Development MD Corp.	Maryland

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

<u>Name</u>	<u>Jurisdiction</u>
Conco Development Corp.	Florida

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 / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

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
September 15, 2000 and shareholder approval was not required.

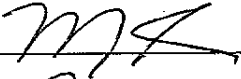

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on September 15, 2000

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
_____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Conco Development Corp.		Martin J. Ortenzio, Vice President
Conco Development MD Corp.		Martin J. Ortenzio, President

See attached Plan of Merger

PLAN OF MERGER
(Non Subsidiaries)

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 15th day of September, 2000, by and between Conco Development Corp., a Florida corporation ("Conco FL"), and Conco Development MD Corp., a Maryland corporation ("Conco MD," and after the Effective Time, as defined below, the "Surviving Corporation").


The parties hereto prescribe the terms and conditions of the merger and the mode of carrying the same into effect as follows:

1. Merger of Conco FL into Conco MD. At the Effective Time, Conco FL will be merged with and into Conco MD (the "Merger"), and the separate existence of Conco FL will cease. Conco MD will be the surviving corporation, and will continue its existence under the name "Select Rental Corporation."
2. Articles of Incorporation. At the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of Conco MD, until thereafter amended as provided therein and by applicable law, except that (i) Article 2 of such Articles of Incorporation shall be amended to provide that the name of Conco MD shall be "Select Rental Corporation," and (ii) Article 6 of such Articles of Incorporation shall be amended to increase its authorized capital from 100 shares of Common Stock, par value \$1.00 to 5,000 shares of Common Stock, par value \$1.00.
3. Directors and Officers. At the Effective Time, the directors and officers of the Surviving Corporation shall be the directors and officers of Conco MD.
4. Bylaws. At the Effective Time, the Bylaws of the Surviving Corporation shall be the Bylaws of Conco MD, until thereafter amended as provided therein and by law.
5. Shares. At the Effective Time, each then issued and outstanding share of the Common Stock, par value \$1.00, of Conco FL shall be surrendered and exchanged for the same number of shares of the Common Stock, par value \$1.00 of Conco MD, and each share of the capital stock of Conco FL held in the treasury of Conco FL will be cancelled and extinguished, without any conversion thereof. At the Effective Time, any issued and outstanding shares of the capital stock of Conco MD shall remain issued and outstanding without change.
6. Assets and Liabilities. As a result of the Merger, by operation of law and without further act or deed, at the Effective Time, all of the property, rights, interests and other assets of Conco FL will be transferred to and vested in the Surviving Corporation, and the Surviving Corporation will assume all of the liabilities and obligations of Conco FL.
7. Approval, Filing and Effective Time. If the Agreement and Plan of Merger has not been terminated pursuant to Paragraph 8 hereof, (i) the appropriate Articles of Merger shall be filed by Conco FL under Florida law, (ii) the appropriate Articles of Merger shall be filed by Conco MD under Maryland law, and (iii) this Agreement and Plan of Merger shall become effective upon the filing of such Articles of Merger with the States of Florida and Maryland, respectively, and such time is referred to herein as the "Effective Time."


8. Termination. This Agreement and Plan of Merger may be terminated and the Merger abandoned by the Board of Directors of either of Conco FL or Conco MD at any time prior to the Effective Time.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the 15th day of September, 2000.

CONCO DEVELOPMENT CORP.

By: 
Name: Martin J. Ortenzio
Title: Vice President

CONCO DEVELOPMENT MD CORP.

By: 
Name: Martin J. Ortenzio
Title: President