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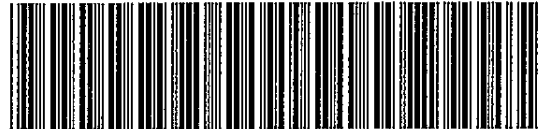
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—LLP—

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February 27, 2003

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Via Federal Express

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: Head & Engquist Equipment, L.L.C.; Our File No. 3270/22101

To Whom It May Concern:

Head & Engquist Equipment, L.L.C. ("Head & Engquist") has merged with and into H&E Equipment Services L.L.C., a Louisiana limited liability company which is authorized to do and doing business in the state of Florida. Therefore, on behalf of Head & Engquist, we enclose herewith for filing original Application by Foreign Limited Liability Company for Withdrawal of Authority to Transact Business in Florida, together with filing fee of \$25.00. An additional copy of the application is also enclosed, which we ask be returned to us with filing information indicated thereon.

Thank you for your assistance. Should you have any questions, please let us know directly.

With best wishes, we remain

Very truly yours,

TAYLOR, PORTER, BROOKS & PHILLIPS, L.L.P.

J. Ashley Moore
JAM:dp

Encl.

#198251v1
-Florida Secretary of State

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
WITHDRAWAL OF AUTHORITY TO TRANSACT BUSINESS IN
FLORIDA**

HEAD & ENGQUIST EQUIPMENT, L.L.C.

(Name of limited liability company)

LOUISIANA

(Jurisdiction of its organization)

This limited liability company is no longer transacting business in Florida and surrenders its authority to transact business in this state.

This limited liability company revokes the authority of its registered agent to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business in Florida.

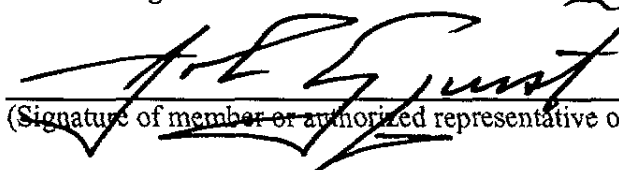
Post Office Box 40247

(Mailing address)

Baton Rouge, LA 70835-0247

(City/State/Zip)

The limited liability company agrees to notify the Department of State in the future of any change in its mailing address.



(Signature of member or authorized representative of a member)

John M. Engquist, Manager-Member

(Typed or printed name of signee)

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