

P95000010735

KUBICKI DRAPER
ATTORNEYS

SUITE 1100, UNITED NATIONAL BANK TOWER
1645 PALM BEACH LANE BOULEVARD
WEST PALM BEACH, FLORIDA 33401
407-640-0303
FAX 640-0524

PENTHOUSE, CITY NATIONAL BANK BUILDING
25 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-1712
305-374-1212
FAX 374-7546

SUITE 1800
ONE EAST BROWARD BOULEVARD
FORT LAUDERDALE, FLORIDA 33301
305-768-0011
FAX 768-0814

JAMES T. ARMSTRONG
MICHAEL P. BENNETT
WILLIAM J. BOSCH
ROBERT F. BOUCHARD
J. BOWEN BROWN
ROBERT B. BROWN, III
ROBERT J. COUSINS
ROLANDO A. DIAZ
GARY S. DICKSTEIN
SUZANNE A. DOCKERTY

DANIEL DRAPER, JR.
DONALD J. FANN
ANGELA C. FLOWERS
BETSY E. GALLAGHER
VIRGINIA EASLEY JOHNSON
LAWRENCE K. JUDD
JOSEPH J. KALBAC, JR.
DAVID L. KAPLAN
DAVID KNIGHT
GEORGE F. KNOX

GENE KUBICKI
ELWOOD T. LIPPINCOTT, JR.
BRAD J. MCCORMICK
HUBERT MCGINLEY
LISA S. McMILLAN
MANUEL A. MESA
DENNIS J. MURPHY
PETER H. MURPHY
CHARLES MUSTELL
KENNETH M. OLIVER

DAVID S. PAKULA
ANTHONY L. PIETROFESA
JANE C. RANKIN
COLLEEN RICCI ROSENBLUM
MICHAEL J. ROTUNDO
STEPHEN W. SCHWED
CAROL A. SCOTT
ROBERT N. SECHEN
MICHAEL S. SMITH
PETER J. VAN DYKE

MARTIN VAN HAASTEREN
CHARLES H. WATKINS
HAROLD WEST
MEG A. WITTMER

AUBREY L. TALBURT - (RETIRED)
J. FRANK BRADLEY - (1926-1990)

February 2, 1995

Department of State
Division of Corporations
P.O. BOX 6327
Tallahassee, Florida

000001398870
-02/07/95--01032--008
****122.50 ****122.50

RE: Incorporation of Rental Microsystems Integrator Corp.

Dear Sir or Madame:

Attached please find the original executed Articles of Incorporation for RENTAL MICROSYSTEMS INTEGRATOR CORPORATION, together with a check made payable to the Department of State in the amount of \$122.50. Please file the Articles and provide the undersigned with a certified copy as soon as they are filed.

If you have any questions, please call me at (305) 982-6710.

Sincerely yours,

MANUEL A. MESA

FILED
1995 FEB -6 PM 3:38
TALLAHASSEE, FLORIDA

305
2/28/95
P95-10735

**ARTICLES OF INCORPORATION
OF
RENTAL MICROSYSTEMS INTEGRATOR CORPORATION**

FILED
1995 FEB -6 PM 7:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name of Corporation

The name of the corporation is RENTAL MICROSYSTEMS INTEGRATOR CORPORATION.

ARTICLE II
Corporate Existence

This corporation is organized pursuant to chapters 607 of the Florida statutes, and shall have a perpetual existence.

ARTICLE III
Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and this State.

ARTICLE IV
Principal Place of Business

The principal place of business and mailing address of this corporation shall be:

8285 N.W. 64th Street
Room 4
Miami, Florida 33166

ARTICLE V
Registered Office

The initial street address of the registered office of the corporation is:

Manuel A. Mesa, Esquire
25 West Flagler Street, PH
Miami, Florida 33130

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Manuel A. Mesa, Esq.
25 West Flagler Street, PH
Miami, Florida 33130

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of not less than two (2), and not more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

ARTICLE VIII

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Manuel A. Mesa, Esq.
25 West Flagler Street, PH
Miami, Florida 33130

The incorporator's sole involvement in the corporation is to effectuate the documentation necessary to file these Articles of Incorporation. No liability whatsoever shall accrue against the incorporator for performing these services.

ARTICLE X

By-Laws

The By-Laws of this Corporation may be created, amended, or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

ARTICLE XI

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time by and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XII

Director's Liability and Rights

No contract, act or transaction of this corporation with any persons, firms or other corporation in the absence of fraud or wrong-doing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIII

Amendment

These Articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

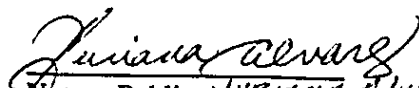
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 1st day of February, 1995.


MANUEL A. MESA, ESQ.

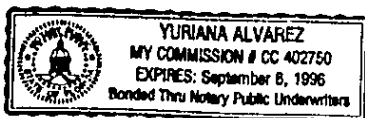
STATE OF FLORIDA)
)SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Manuel A. Mesa, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 1st day of February, 1995.


Notary Public YURIANA ALVAREZ
State of Florida at Large


My Commission Expires:



RENTAL MICROSYSTEMS INTEGRATOR CORPORATION
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

FILED
1995 FEB -6 PM 3:38
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.

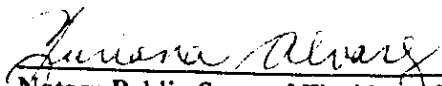


Registered Agent
MANUEL A. MESA

STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Manuel A. Mesa, Esq., known to me to be the person described in and who executed the foregoing instrument, and is acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 1st day of February, 1995.



Notary Public State of Florida at Large YURIANA ALVAREZ

My Commission Expires:

