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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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NAME: FUN RENTALS FUN-NBUN, INC.
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ARTICLES OF INCORPORATION
OF
FUN RENTALS FUN-N-SUN, INC.

⑦

WE, the undersigned incorporators, hereby make, acknowledge and file, with the Secretary of State of the State of Florida, these Articles of Incorporation and form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the Corporation shall be:

FUN RENTALS FUN-N-SUN, INC.

ARTICLE II

The principal place of business shall be:

4818 Coronado Parkway
Cape Coral, Florida 33904

ARTICLE III

NATURE OF BUSINESS

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is Fifteen Hundred (1500) shares of common stock at One Dollar (\$1.00) per value

Prepared By:

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The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of stock so to be issued.

ARTICLE V

TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

4818 Coronado Parkway
Cape Coral, Florida 33904

The name of the initial registered agent of this Corporation at that address shall be:

CINDY G. BARAJAS

ARTICLE VII

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors, which shall have not less than one nor more than seven Directors. The number of directors may be increased or decreased by the shareholders from time to time as provided in the Bylaws of the Corporation.

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ARTICLE VIII

DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

NAME

JOSEPH L. LANKTREE

HERSCHELL ROGER COIL

STREET ADDRESS

1250 Arcola Drive
Ft. Myers, Florida 33919

4818 Coronado Parkway
Cape Coral, Florida 33904

ARTICLE IX

INCORPORATOR

The name and street address of the Incorporators signing these Articles of Incorporation is as follows:

NAME

JOSEPH L. LANKTREE

HERSCHELL ROGER COIL

STREET ADDRESS

1250 Arcola Drive
Ft. Myers, Florida 33919

4818 Coronado Parkway
Cape Coral, Florida 33904

ARTICLE X

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers

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of the Corporation, its shareholders and directors are hereby adopted as a part of these Articles of Incorporation:

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.

ARTICLE XI

PRE-EMPTIVE RIGHTS

In the event of an issue of non-issued capital stock or of new stock, should the stock be increased, the existing stockholders at the time of such issue shall have the right to subscribe for and to purchase such stock so issued in a number of shares proportionate to the amount owned at the time of said subsequent issue. In the event that one or more of the stockholders shall fail or refuse to exercise their option, his or their right to subscribe shall inure to the benefit of the other stockholders.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the Corporation to all stockholders and the stockholders shall notify the Corporation of their intention to subscribe within (15) days after such notice.

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ARTICLE XII

AMENDMENTS

The articles of Incorporation may be amended, changed, altered or repealed in the manner now or hereafter prescribed by the Florida Statutes and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Cape Coral, Florida, for the uses and purposes aforesaid this 13th day of February, 1994.

JOSEPH E. LANKTREE, Incorporator

HERSCHELL ROGER COIL, Incorporated

STATE OF FLORIDA)

COUNTY OF LEE)

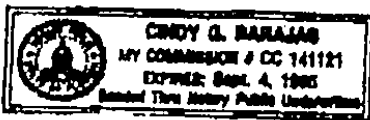
SS:

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State of Florida and County of Lee, to take acknowledgements personally appeared JOSEPH L. LANKTREE and HERSCHELL ROGER COIL, to me known to be the persons described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that they made and executed the same for the uses and purposes therein mentioned and set forth.

IT WITNESS WHEREOF, I have hereunto set my hand and official seal in the County
and State named above this 13th day of February, 1995.

NOTARY PUBLIC, State of Florida

My Commission Expires:

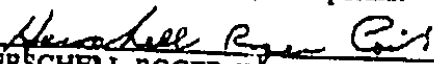


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DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

The pursuance of Section 48.091 and Chapter 607, Florida Statutes, FUN RENTALS
FUN-N-SUN, INC. having filed its Articles of Incorporation contemporaneously herewith, with
its registered office as indicated therein 4818 Coronado Parkway, Cape Coral, Florida, 33904,
has named CINDY G. BARAJAS, located therat as its registered agent to accept service of
process within this State.


JOSEPH L. LANKTREE, Incorporator


HERSCHEL L. ROGER COIL, Incorporator

Having been named as registered agent to accept service of process for the above-stated
corporation, at the location designated herein, I hereby accept to act in this capacity, and agree
to comply with the laws of Florida applicable thereto.

BY: 
CINDY G. BARAJAS, Registered Agent

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