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417 E. Virginia St., Suite 1, Tallahassre, Ft. 32301, (904)224-8870 Mailing Address Post Office Box 10349, Tallahassee, Ft. 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

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Please remit invoice number with payment TERMS; NET 10 DAYS FROM INVOICE DATE 1 1/2% per month on Past Due Annunts Past 30 Days, 16% per Annum,

THANK YOU from Your Capital Connect

STANLEY F. ROSE

Foreign Investment Attorney 2110 Impetel Golf Course find Naplos, Floritin 33942 Tel: (941) 050-3511 • Par. (941) 050-8023

February 3, 1996

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, FL 32314

RE: L'AMBIANCE RENTALS, INC.

Duar Siri

Enclosed are the original and one copy of the Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$122.50 to cover the following costs:

Filing Fee Certificate of Registered Agent Certified Copy of Charter

\$122.50 Included Included

TOTAL

\$122.50

Upon acceptance of the charter and filing thereof by your office, please provide our office with a certified copy of the corporate charter.

Thank you for your cooperation in this regard.

Sincerely yours

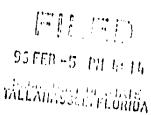
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ARTICLES OF INCORPORATION

OF

L'AMBIANCE RENTALS, INC.



These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida General Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be L'AMBIANCE RENTALS, INC. The mailing address of the corporation is 2110 Imperial G.C. Blvd., Naples, Florida 33942.

ARTICLE II

DURATION

The corporation shall commence on February 5, 1996, and shall have perpetual existence thereafter.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act, as the same may from time to time be amended.

ARTICLE IV

CAPITAL STRUCTURE.

The aggregate number of shares of capital stock which this corporation shall have authority to issue shall be 10,000 shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

ARTICLE Y

INITIAL REGISTERED AGENT & OFFICE.

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, is as follows:

NAME

ADDRESS

Stanley F. Rose

2110 Imperial G.C. Blvd. Naples, Florida 33942

ARTICLE VI

DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never by less than one (1). The corporation shall have one (1) Director initially, and the name and address of the initial Director is as follows:

Patricia Trost-Hein

2110 Imperial G.C. Blvd. Naples, Florida 33942

ARTICLE VII

PREEMPTIVE RIGHTS.

The corporation elects to have preemptive rights, and every shareholder, upon the issuance by the corporation of authorized but

unissued shares of stock of the corporation (other than the original issue of shares of stock to subscribers) or upon the issuance by the corporation of treasury stock, shall have the right to purchase a pro-rate share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is issued to others.

ARTICLE VIII

BYLAWS.

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

ARTICLE IX

INCORPORATORS.

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

Stanley F. Rose

2110 Imperial G.C. Blvd. Naples, Florida 33942

IN WITNESS WHEREOF, the person executing these Articles of Incorporation has caused his hand and seal to be set this 3rd day of February, 1996.

Stanley F/ Rose

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT FEB =5 PM In 14

Having been named to accept service of process. Agorouthus RIDA corporation, at the place designated in this certificate, I hereby accept the appointment, understand my duties as registered agent, and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Stanley F. Rose, Registered Agent

P96000911172

Attornoy 2110 im	LEY F. ROSE of Law point G.C. Blvd. FL 33942	-			
City/State	ne#	Office Use Only			
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Examiner's Initials

STATEMENT OF CHANGE OF REGISTERED OFFICE OF REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1 signed corporation organized under the laws of the State the following statement in order to change its registered both, in the State of Florids.	509, Florida Statutes, the under- b of <u>FLORIDA</u> , submits office or registered agent, or
1. The name of the corporation is:	ience Rentalo, Inc
1s. Date of Incorporation 2/5/70 p	ocument number <u>P960000</u> //172
2. The name and address of the current registered age Stanky. F. Rose	nt sind affice:
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The street address of its registered agent and the street of its registered agent as changed, will be identical. Such change was authorized by resolution duly adopted an officer so authorized by the board. SIGNATURE	by the board of directiffs of by President President
HAVING BEEN NAMED AS REGISTERED AGENT AND 1 PROCESS FOI, THE ABOVE STATED CORPORATION A IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOIN AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURWITH THE PROVISIONS OF ALL STATUTES RELATIVE PLETE PERFORMANCE OF MY DUTIES, AND I AM FAM THE OBLIGATION OF MY POSITION AS REGISTERED A SIGNATURE	TO ACCEPT SERVICE OF ACCEPT SERVICE OF ACCEPT SERVICE OF AT THE PLACE DESIGNATED AT HER AGREE TO COMPLY TO THE PROPER AND COMPLICIAR WITH AND ACCEPT AGENT.
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