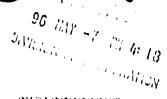
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96 MAY -7 PM 4: 13 SECRETAL FATE

ACCOUNT NO. 1 0721000000032

REFERENCE : 944256

AUTHORIZATION :

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ORDER DATE : May 7, 1996

ORDER TIME : 2:30 PM

ORDER NO. : 944256

CUSTOMER NO:

84401

CUSTOMER: Poggy Pendergruss, Legal Asst 200001812442

DOUGLAS A. DANIELS, ESQ.

Suite 400

149-f South Ridgewood Avenue Daytona Beach, FL 32114

DOMESTIC FILING

NAME:

RENTAL PLANNING & MERCHANDISING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:



FILED

96 MAY -7 PH 44 10

SECRETAR A TABLE AT A TELEBRITA

ARTICLES OF INCORPORATION

OF

RENTAL FLANNING & MERCHANDISING, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

RENTAL PLANNING & MERCHANDISING, INC.

The address of the principal office of this corporation shall be 1705 State Avenue, Holly Hill, Florida 32117, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$.01 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Tom Moss

1705 State Avenue Holly Hill, Florida 32117

Thomas F. Murphy Dir.

Same

ARTICLE VII, OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Tom Moss Pres.

1705 State Avenue Holly Hill, Florida 32117

Thomas F. Murphy V. Pres. /Soc.

Same

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301 IN WITNESS WHEREOF, the undersigned agent of Signature of May -7 PM 4: 13

Corporation Service Company, has hereunto set their hands and seal of Corporation Service Company on May 7, 1996.

CORPORATION SERVICE COMPANY

By: Kleliorak M. Skipper

It's Agent, Deborah D. Skipper

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: <u>Alchorah H. Skipper</u>
It's Agent, Deborah D. Skipper

GMC/dks

P96000040106



Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. (Corporation Name) (Document #) 2. (Corporation Name) (Document #) 3. (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy in □ Walk in Pick up time Photocopy Mail out Will wait Certificate of States **NEW FILINGS** ALIENDMENTS Profit Amendment NonProfit Resignation of R.A., Officer/ Director Limited Liability Change of Registered Agent DIVISION OF CORPORATIONS Domestication Dissolution/Withdrawal Other Merger **OTHER FILINGS** REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark

Examiner's Initials

Other

CR2E031(1/95)

Florida Department of State, Jim Smith, Secretary of State

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

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida. 1a. The name of the corporation is: RENTAL PLANNING & MERCHANDISING, INC. 4b. Date of incorporation Nay 7, 1996 Document number P96000040106 2. The name and address of the current registered agent and office: Corporation Service Company 1201 Hays Street, Tallahassee, Fl. 3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) Tom Moss 1705 State Avenue, Holly Hill, FL 32117 The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board. Tom Moss, President Typed or printed name and title SIGNATURE 7-22-96 DATE HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT. SIGNATURE THOU (Registered Agent)
DATE 7-22-96

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00