

**PARNELL WATKINS**

April 18, 1996

P96 000044566

Department Of State  
Division Of Corporations  
State Of Florida  
P. O. Box 6327  
Tallahassee, Florida 32314

\*\*\*\*\*1881256  
-05/21/96--01026--0015  
\*\*\*\*\*131.25 \*\*\*\*\*131.25

RE: THEODORE FOSTER WRITTEN CONSENT TO SUBMIT ARTICLES OF  
INCORPORATION ON MY BEHALF

Dear Sir/ Madame,

I Parnell Watkins, Incorporator of P&W RENTAL EQUIPMENT, INC., hereby give consent for Theodore Foster to submit my Article of Incorporation on my behalf. I have reviewed all of the enclosed information, approved and signed all document.

If you have need for further information please contact Theodore Foster or me at 1(800)250-6375. Kind regards.

Sincerely,

✓ # disconnected

MAY 24 1996 BSB

FILED  
MAY 20 PM 12:42  
TALLAHASSEE, FLORIDA

*Parnell Watkins*  
Parnell Watkins  
Incorporator

Ken Potter GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Ken. agent address  
DATE 5/24/96  
DOC. EXAM BSB



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 17, 1996

PARNELL WATKINS  
P O BOX 510375  
MIAMI, FL 33151-0375

The name P&W EQUIPMENT RENTAL, INC. has been reserved for 120 days beginning April 17, 1996. The reservation number is R96000001972 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Marie Bartlett

Letter number: 196A00017973

## TRANSMITTAL LETTER

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

SUBJECT: P&W EQUIPMENT RENTAL, INC. articles filing  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM:

Parnell Watkins

Name (printed or typed)

~~42775 NW 27th Court~~

17341 N.W. 27th Court

Address

~~Miami, FL 33162~~

Miami, FL

33056

City, State & Zip

1-305-693-3355

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

(STATE OF FLORIDA)  
(DADE COUNTY)

FILED  
96 MAY 20 PM 12:42  
SEAL OF THE STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
P&W EQUIPMENT RENTAL, INC.

The undersigned individual, acting as the incorporator of a corporation under the Florida Business Corporation Act pursuant to Chapter 607 of the Florida Statutes as amended, hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I: NAME AND PURPOSE

The name of the corporation shall be P&W EQUIPMENT RENTAL, INC.. The purpose or purposes for which the corporation is organized are to perform any and all functions related to, or pertaining to, or related to the Equipment rental and Construction industry. To act and perform as a retail and wholesale lessor of general and heavy construction equipment. To perform and produce all products, techniques and procedures pertaining to the construction equipment industry. To sell to the public and private at large. To sell to federal, state, and municipal governmental agencies. To do all work incidental thereto, or connected therewith, and the doing and performing of all acts or procedures necessary, proper, or client for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

To buy, sell, employ and deal in, either for itself or as an agent for others equipment rental organizations regarding property and equipment. To buy, sell at retail or wholesale and trade in, barter and exchange new and used equipment, vehicles, equipment and personal property for the purposes of operating a equipment rental concern. To act as a real estate concern. To purchase, lease, manage and sell real property And to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any objects, or the furtherance of any of the powers herein set forth, either along or in association with other corporations, firms, or individuals, provided the same be not inconsistent with the laws of the State Of Florida. And under the Florida Business Corporation Act.

#### ARTICLE II: DURATION AND ADDRESS

The period of its duration is perpetual.  
The principle place of business and mailing address of this corporation shall be: 1051 N. W. 69th Street Miami, FL 33150.

#### ARTICLE III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100. The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares of common stock of par value of one dollar (\$1.00) each, being a total of one hundred dollars (\$100.00) authorized capital stock.

All of the stock shall be common stock and none shall be preferred stock or stock of a different class. Provisions for the regulation of the internal affairs of the corporation are:

(A) No shareholder of the corporation shall have preemptive rights to purchase any shares of any issuance of the corporation.

(B) The corporation shall have the right to purchase, take, receive, or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, to the extent of its unreserved and unrestricted capital surplus available therefore;

(C) The initial Bylaws of the corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors; provided however, that the Board of Directors may not alter, amend, or repeal any bylaw establishing what constitute a quorum at shareholders' meetings.

(D) Directors of the corporation need not be shareholders of the corporation and need not be resident of the State of Florida.

(E) The Board of Directors may from time to time distribute to the shareholders out of the capital surplus of the corporation a portion of the corporation's assets, in cash or property, in the manner prescribed by and subject to the limitations imposed by the Florida Business Corporation Act.

ARTICLE IV. REGISTERED OFFICE/REGISTERED AGENT

The initial registered office address is 17341 N.W. 27th Court Miami, FL 33056. The initial registered agent is Parnell Watkins.

ARTICLE V. DIRECTORS AND INCORPORATORS

The number of directors constituting the initial Board of Directors of the corporation is one (1). The name(s) and address of the person(s) who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Parnell Watkins	17341 N. W. 27th Court Carol City, FL 33056
Kenneth Potter	19655 East Country Club Dr. Suite 302 Aventura, FL 33180

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Parnell Watkins	17341 N. W. 27th Court Carol City, FL 33056
Kenneth Potter	19655 East Country Club Dr. Suite 302 Aventura, FL 33180

The undersigned incorporator has executed these Articles of  
Incorporation this 18th day of April, 1996

*Parnell Watkins*  
Parnell Watkins, Incorporator

*Kenneth Potter*  
Kenneth Potter, Incorporator



Prepared by:

Theodore Foster  
ALTIMA, INC.  
Foster & Company, P. C.  
P. O. Box 510403  
Miami, FL 33151

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: P&W EQUIPMENT RENTAL, INC.

2. The name and address of the registered agent and office is:

Parnell Watkins  
P&WEQUIPMENT RENTAL, INC.  
(NAME)

17341 N. W. 27th Court  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33056  
(CITY/STATE/ZIP)

*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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Parnell Watkins  
(SIGNATURE)

4/18/96  
(DATE)