

P96000051806

CAPITAL CONNECTION, INC.

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

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: American Rentals, Inc. No 52602

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U B-	600001865075	
<input type="checkbox"/> Fictitious Name File	06/18/96 01072-007	
	****122.50 ****122.50	
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

R 04000000 JUN 1 8 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	6/18/96		
TIME	9:30		CK No.
BY	CD		

WALK-IN
 Will Pick Up _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
American Rentals, Inc.

FILED
55 JUN 18 PM 1:01
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **American Rentals, Inc.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 22864 Overseas Highway, Cudjoe Key, Florida 33042.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is David Paul Horan, 608 Whitehead Street, Key West, Florida 33040.

ARTICLE V: INCORPORATOR

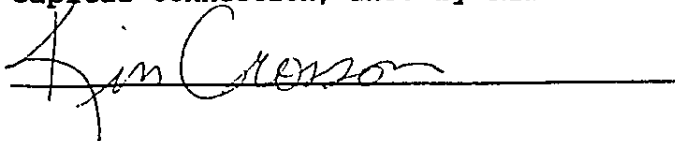
The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is Richard B. Slatter, Jr., 22864 Overseas Highway, Cudjoe Key, Florida 33042.

The undersigned has executed these Articles of Incorporation this 18th day of June 1996.

"Capital Connection, Inc. by Kim Crosson, Office Manager"

A handwritten signature in cursive script, reading "Kim Crosson", is written over a horizontal line.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the law of the State of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is American Rentals, Inc.
2. The name and address of the registered agent and office is DAVID PAUL HORAN,
Whitehead Street, Key West, Florida 33040.

FILED
96 JUN 18 PM 4:01
TALLAHASSEE, FLORIDA

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.

Dated this 18th day of
June, 19 96


DAVID PAUL HORAN

HORAN AND HORAN
ATTORNEYS AT LAW
ONE WHITEHALL STREET
KEY WEST, FLORIDA 33040-0540

DAVID PAUL HORAN, P.A.
BY: DAVID PAUL HORAN, P.A.
NOT PUBLIC J. CROOK

(1000) M04-4000
(1000) M04-0400
X (1000) M04-7000

June 28, 1996

800001881978
-07/02/96--01127--021
*****87.50 *****87.50

Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment
American Rentals, Inc.

To Whom It May Concern:

Enclosed please Articles of Amendment to the Articles of Incorporation of American Rentals, Inc. to correct a scrivener's error regarding the name of the initial Board of Director(s). Also enclosed is our check in the amount of \$87.50 for recording the Amendment and a Certified Copy of same.

If you have any questions in this regard, please contact us at the address or phone numbers above. Thank you in advance for your assistance in this regard.

Sincerely yours,



DAVID PAUL HORAN
For the Firm

DPH:krh

Enclosures.

APPROVED
7/1/96
P9600005180
Amend
Cert Copy
7-1-96


ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
AMERICAN RENTALS, INC.

1. Article VI of the Articles of Incorporation of AMERICAN RENTALS, INC., which was filed on June 18th, 1996, is hereby amended to correct a scrivener's error to read as follows:

The name and address of the initial Board of Directors of this corporation is Richard A. Slater, Jr., 22864 Overseas Highway, Cudjoe Key, Florida 33042.

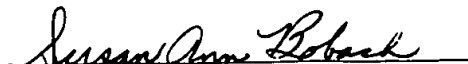
2. The foregoing amendment was adopted by the shareholders, officers, and directors of this Florida corporation on the 19th day of June, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of this Florida corporation, its officers and shareholders have executed these Articles of Amendment this 28 day of June, 1994.


RICHARD A. SLATER, JR. - President
Vice-President/Secretary and
Treasurer *and* 100% Shareholder

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 28th day of June, 1994, by RICHARD A. SLATER, JR., who is personally known to me or who has produced as identification. 5436-741-54-260-0 FL DRIVER'S licence


Notary Public - State of Florida

(SEAL)

