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ACCOUNT NO. : 072100000032  
REFERENCE : 233407 1299A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

FILED  
97 JAN 23 AM 8:55  
SECRET  
TALLAHASSEE, FLORIDA

ORDER DATE : January 23, 1997

ORDER TIME : 10:02 AM

ORDER NO. : 233407-005

CUSTOMER NO: 1299A

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-01/23/97--01043--010  
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CUSTOMER: Robert D. Hart, Jr., Esq  
CLARK PARTINGTON HART LARRY  
BOND STACKHOUSE & STONE  
P. O. Box 13010

Pensacola, FL 32591-3010

DOMESTIC FILING

NAME: RENTAL CORP. OF AMERICA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Richard W Whittaker

EXAMINER'S INITIALS:

Ke  
1-24-97

RECEIVED  
97 JAN 23 AM 10:44  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
RENTAL CORP. OF AMERICA**

97 JAN 23 AM 8:55  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, MICHAEL S. TAYLOR, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is RENTAL CORP. OF AMERICA.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 2924 Creekwood Drive, Cantonment, Florida 32533.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK**

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this

corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation shall be 2924 Creekwood Drive, Cantonment, Florida 32533, and the name of the initial registered agent of this corporation at that address is Michael S. Taylor.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Michael S. Taylor  
2924 Creekwood Drive  
Cantonment, FL 32533

**ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles are:

Michael S. Taylor  
2924 Creekwood Drive  
Cantonment, FL 32533

**ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE**

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Secretary of State of Florida.

**ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

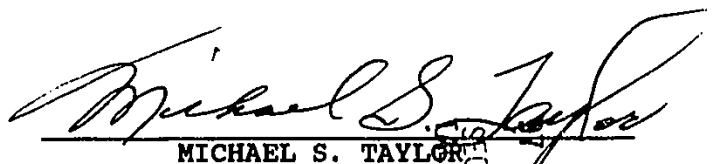
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 13th day of January, 1997.

**INCORPORATOR:**

  
MICHAEL S. TAYLOR

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of RENTAL CORP. OF AMERICA.  
Further, I am familiar with and accept the duties and obligations of such designation.

  
MICHAEL S. TAYLOR

FILED  
JAN 23 AM 8:55  
TALLAHASSEE, FLORIDA