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TEL 303-693-1200

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TEL 612-333-4800

NATIONSBANK TOWER AT
INTERNATIONAL PLACE, SUITE 4000
100 S.E. SECOND STREET
MIAMI, FLORIDA 33131-9101
TEL 305-530-0050 • FAX 305-530-0055

WASHINGTON, D.C.
TEL 202-624-8000

INTERNATIONAL AFFILIATION:
BEIJING, CHINA
TEL 011861-5150261

January 30, 1997

VIA FEDERAL EXPRESS

Secretary of State
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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-01/31/97--01047--019
****122.50 ****122.50

Re: SOUTHEAST EQUIPMENT RENTAL CORP.
Our File Number: 17300.009


Dear Sirs:

Enclosed please find the following for filing:

1. Original and one copy of Articles of Incorporation for the above company; and
2. Our firm's check in the amount of \$122.50 to cover the filing fee.

Please expedite the formation of the referenced corporation and return a date-stamped copy of the Articles of Incorporation to the undersigned in the enclosed pre-addressed federal express envelope.

Very truly yours,

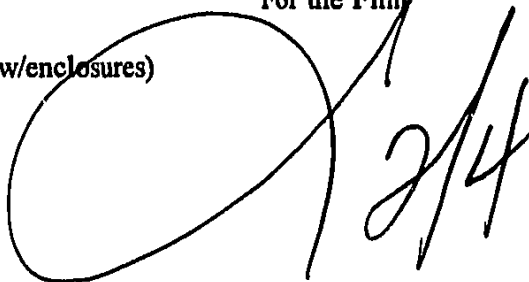

Jose A. Boredo
For the Firm

Enclosures

cc: Mr. Randal Perkins (w/enclosures)

1130530

FILED
97 JAN 31 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION
OF
SOUTHEAST EQUIPMENT RENTAL CORP.**

FILED
97 JAN 31 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is **SOUTHEAST EQUIPMENT RENTAL CORP.**

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The period of duration of this corporation shall exist perpetually. The corporate existence shall commence upon filing of these Articles of Incorporation.

ARTICLE III

NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to supply rental equipment for construction projects.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having the par value of One Dollar (\$1.00).

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and non-assessable.

ARTICLE V

ADDRESS

The initial address of the principal office of this corporation is to be 1280 SW 36th Avenue, Suite 201, Pompano Beach, Fl 33069. The Board of Directors may, from time to time, designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting its initial Board of Directors is one (1), whose name and address is:

Randal Perkins
1280 SW 36th Avenue, Suite 201
Pompano Beach, Fl 33069

ARTICLE VII

INITIAL REGISTERED AGENT AND OFFICE

The address of this Corporation's initial registered office is 1280 SW 36th Avenue, Suite 201, Pompano Beach, Fl 33069 and the name of this Corporation's initial registered agent is:

Jose A. Loreda, Esq.
100 S. E. Second Street
Suite 4000
Miami, Florida 33131

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Jose A. Loreda, Esq.
100 S. E. Second Street
Suite 4000
Miami, Florida 33131

ARTICLE IX

BY-LAWS

The power to adopt, alter, appeal, and repeal By-Laws of this Corporation shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

INDEMNIFICATION

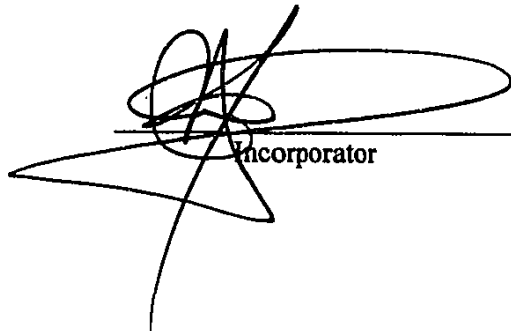
This Corporation shall indemnify to the full extent permitted by law any and all incorporators, directors, officers, employees or agents, or former directors, officers, employees or agents or persons who may have served at the request of the Corporation. Said indemnification shall include, but not be limited to, the expenses, including the costs of any judgments, fines, settlements, and attorney's fees actually and necessarily paid or incurred in connection with any action, suit or proceedings, and any appeals therefrom to which any such person or his representative may be made a party, or may be threatened to be made a party, by reason of being or having been an officer, director, employee, or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any rights to which any directors, officers, employees or agents may be entitled as a matter of law or which they may be lawfully granted.

ARTICLE XI

AMENDMENT

This Corporation reserves the right to amend or appeal provisions contained in these Articles of Incorporation or any amendment thereto.

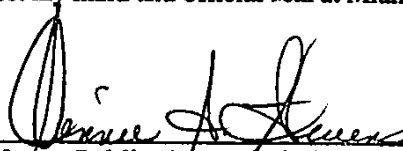
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 30th day of January, 1997.


Incorporator

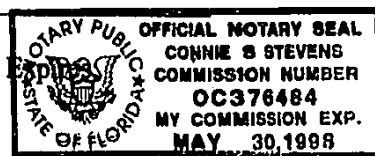
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared JOSE A. LOREDO who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 30th day of January, 1997.


Notary Public, State of Florida
Print Name: _____

My Commission Expires _____



CERTIFICATE OF REGISTERED AGENT

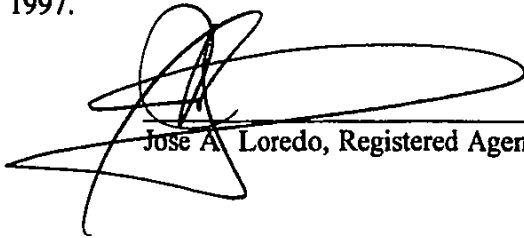
Pursuant to Chapter 607.325 of the Florida Statutes, the following is submitted, in compliance with said Act:

That **SOUTHEAST EQUIPMENT RENTAL CORP.**, desiring to incorporate under the laws of the State of Florida, has named **JOSE A. LOREDO**, with an address of 100 S.E. Second Street, Suite 4000, Miami, Florida 33131, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-state corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping said office.

Dated this 30th day of January, 1997.


Jose A. Lored, Registered Agent

1110502

FILED
97 JAN 31 PM 2:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA