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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 526033 ~~4392225~~

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : \$ 70.00

ORDER DATE : September 11, 1997

ORDER TIME : 10:42 AM

ORDER NO. : 526033-010

CUSTOMER NO: 4392225

CUSTOMER: R. Bowen Gillespie, Esq  
GILLESPIE & ALLISON

Suite 300  
1515 South Federal Highway  
Boca Raton, FL 33432

DOMESTIC FILING

NAME: FIFTH AVENUE RENTALS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED  
97 SEP 10 PM 12:24  
TALLAHASSEE, FLORIDA

RECEIVED  
97 SEP 11 AM 11:47  
DIVISION OF CORPORATION

SN SEP 11 1997

7

ARTICLES OF INCORPORATION

OF

Fifth Avenue Rentals, Inc.

FILED

97 SEP 10 PM 12:25

TALLAHASSEE, FLORIDA

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

I.

CORPORATE NAME

The name of this corporation shall be:

Fifth Avenue Rentals, Inc.

II.

PRINCIPAL OFFICE

The principal office of this corporation shall be located at Post Office Box 8177, Coral Springs, Florida 33075.

III.

NATURE OF CORPORATE BUSINESS

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

IV.

CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5000) shares of common stock at One Dollar(\$1.00) par value per share.

**V.**  
**DURATION**

The corporation shall have perpetual existence.

**VI.**  
**INITIAL REGISTERED AGENT**  
**AND**  
**INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

R. Bowen Gillespie  
Suite 300, 1515 South Federal Highway  
Boca Raton, Florida 33432

**VII.**  
**INCORPORATOR**

The name and address of the Incorporator is:

R. Bowen Gillespie  
Suite 300, 1515 South Federal Highway  
Boca Raton, Florida 33432

**VIII.**  
**BOARD OF DIRECTORS**

The number of directors may be altered from time to time by Bylaws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of the director of this corporation is:

E. C. Jensen  
Post Office Box 8177,  
Coral Springs, Florida 33075

**IX.**  
**INFORMAL SHAREHOLDER ACTION**

If all the shareholds severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders.

**X.**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XI.  
INFORMAL DIRECTOR ACTION

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


XII.  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XIII.  
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 10<sup>th</sup> day of September, 1997.

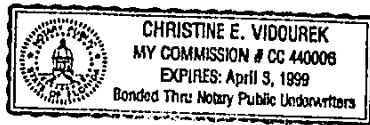
  
\_\_\_\_\_  
R. Bowen Gillespie  
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. Bowen Gillespie, who, to me is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 10<sup>th</sup> day of September, 1997.



*Christine E. Vidourek*  
Print: Christine E. Vidourek  
Notary Public  
My Commission expires:

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE  
STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with the requirements of Chapter 48.091,  
Florida Statutes, the following is submitted:

**Fifth Avenue Rentals, Inc.**

under the laws of the State of Florida, with its principal office  
as indicated in the foregoing Articles of Incorporation, has named  
R. Bowen Gillespie at 1515 South Federal Highway, Suite 300, Boca  
Raton, Florida 33432, as its agent to accept service of process  
with this State.

**ACCEPTANCE OF RESIDENT AGENT**

Having been named to accept service of process for the above-  
stated corporation at the place designated in this Certificate, I,  
the undersigned, hereby accept to act in the capacity, and agree  
to comply with the provisions of Chapter 48.091, Florida Statutes,  
relative to keeping open said office.



R. Bowen Gillespie  
Resident Agent

FILED  
97 SEP 10 PM 12:25  
TALLAHASSEE, FLORIDA