



DAVID J. AUDLIN, JR.
ATTORNEY AT LAW

P97000104146
November 24, 1997

Kathy Hyman, Document Specialist
Florida Department of State
Division of Corporations
New Filings Section
P.O. Box 6327
Tallahassee, FL 32314

000002369180--1
-12/11/97--01017--013
*****70.00 *****70.00

Re: Articles of Incorporation - Country Road Rentals, Inc.

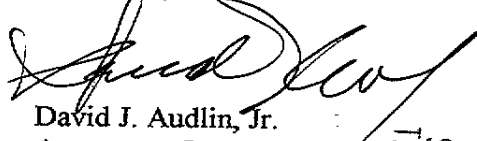
Dear Ms. Hyman:

Enclosed please find Articles of Incorporation for a new Florida Corporation, which is to be named "Country Road Rentals, Inc." My check in the amount of \$70.00 is enclosed, in payment of the necessary filing fee.

Upon acceptance and filing by your office, please direct confirmation of filing to the undersigned.

Thank you for your cooperation and courtesy in this matter.

Sincerely yours,


David J. Audlin, Jr.
Attorney at Law, P.A.

FILED
97 DEC 10 PM 3.38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/12-10-97

ARTICLES OF INCORPORATION
OF
COUNTRY ROAD RENTALS, INC.

FILED
97 DEC 10 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME.

The name of this corporation is COUNTRY ROAD RENTALS, INC.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 96 Mill Creek Road, Crawfordville, Wakulla County, FL 32327.

ARTICLE III. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100).

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is: Edward J. Evans, 96 Mill Creek Road, Crawfordville, Wakulla County, FL 32327.

ARTICLE V. INCORPORATOR.

The name and street address of the incorporator of these articles of incorporation is: Edward J. Evans, 96 Mill Creek Road, Crawfordville, Wakulla County, FL 32327.

ARTICLE VI. DURATION OF CORPORATION

The duration of the corporation is perpetual.

ARTICLE VII. PURPOSE

The purpose of the corporation is rental of real estate and other appropriate activities related thereto, lawful in the state of Florida.

ARTICLE VIII. SUBCHAPTER S LIMITATIONS

The aggregate number of shares which the corporation is authorized to issue is one hundred, and such shares shall be without par value. Such shares shall be of a single class, and all issued shares shall be held of record by not more than ten persons. Shares will be issued and transferred only to:

1. natural persons
2. estates, or
3. a trust described in 26 U.S.C. Section 1371 defining a qualified "small business corporation".

In addition, no shares shall be issued to or transferred to a nonresident alien.

ARTICLE IX. CORPORATE MANAGEMENT

The corporation shall have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed by and under the direction of, the shareholders.

ARTICLE X. QUORUM FOR TRANSACTION OF BUSINESS

The presence at any stockholders meeting, in person or by proxy, of persons entitled to vote all the shares of the corporation then issued and outstanding, shall constitute a quorum for the transaction of business.

ARTICLE XI. VOTING OF SHARES AND TRANSFERRABILITY

The affirmative vote of all of the outstanding shares of the corporation shall be the act of the shareholders. All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among the holders of such shares.

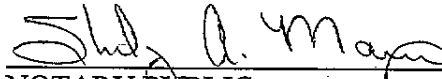
ARTICLE XII. RIGHTS AND POWERS

The corporation shall have all the rights and powers now or subsequently conferred on corporations by the laws of the State of Florida.

Executed by the undersigned at Crawfordville, Wakulla County, Florida, on this 29th day of NOVEMBER, 1997.


EDWARD J. EVANS

Sworn to and subscribed before me, the undersigned authority, by EDWARD J. EVANS, who is personally known to me, on this 29th day of November, 1997.


NOTARY PUBLIC



Shirley A. Maxey
MY COMMISSION # CC560460 EXPIR
June 10, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

In re: COUNTRY ROAD RENTALS, INC.

Acceptance of Designation as Registered Agent

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

Edward J. Evans
EDWARD J. EVANS

29 NOVEMBER 97
DATE

FILED
97 DEC 10 PM 3:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA