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ATTORNEYS AT LAW

J. KEVIN DRAKE  
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P98000018543

February 24, 1998

Via Overnight UPS

Secretary of State  
State of Florida  
Corporation Department  
409 E. Gaines Street  
Tallahassee, Florida 32399

600002440886--0  
-02/25/98--01090--003  
\*\*\*122.50 \*\*\*122.50

Re: Downtown Rentals, Inc.

Dear Sir or Madam:

Enclosed you will find the Articles of Incorporation for the above-referenced corporation, fully executed, for filing with the Florida Secretary of State.

I have enclosed a check made payable to the Florida Secretary of State in the amount of \$122.50 for the cost of filing said Articles. Please forward a certified copy of the Articles to the undersigned.

Thank you for your assistance and please do not hesitate to call me if you have any questions.

EFFECTIVE DATE  
2-24-98

Very truly yours,

*J. Kevin Drake/tp*  
J. KEVIN DRAKE

JKD/tlp  
Encls.

FILED  
98 FEB 25 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB  
2-24-98

**EFFECTIVE DATE**  
2-24-98

**ARTICLES OF INCORPORATION**

**OF**

**DOWNTOWN RENTALS, INC.**

**FILED**  
98 FEB 25 AM 8:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I - NAME AND PRINCIPAL OFFICE ADDRESS**

The name and principal office of this Corporation are:

DOWNTOWN RENTALS, INC.  
4462 Violet Avenue  
Sarasota, Florida 34233

**ARTICLE II - PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE III - CAPITAL STOCK**

This Corporation is authorized to issue ONE THOUSAND (1,000) shares of common stock, par value of ONE DOLLAR (\$1.00) per share.

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

The street address of the initial registered office of this Corporation is 4462 Violet Avenue, Sarasota, Florida 34233, and the name of the initial registered agent of this Corporation at that address is JONATHAN SHEINTAL.

**ARTICLE V - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors of this Corporation shall be:

JONATHAN SHEINTAL  
Address:  
4462 Violet Avenue  
Sarasota, Florida 34233

**ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO  
BOARD OF DIRECTORS**

This Corporation shall have One (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

**ARTICLE VII - INCORPORATOR**

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

JONATHAN SHEINTAL  
4462 Violet Avenue  
Sarasota, Florida 34233

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.


**ARTICLE IX - DURATION**

The existence of this Corporation shall commence on the date of subscription and acknowledgment of these Articles, and shall be perpetual.

**ARTICLE X - AMENDMENT**

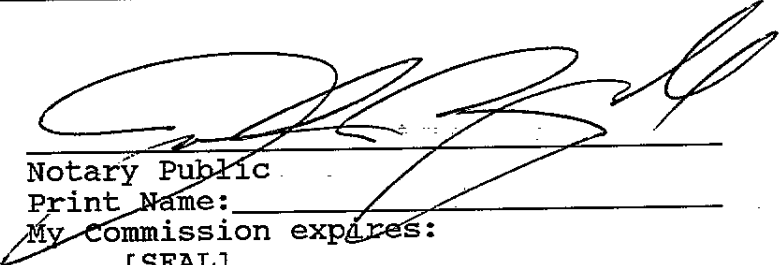
This Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law, and any right conferred upon the stockholders is subject to this reservation.


IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 24th day of February, 1998.

  
\_\_\_\_\_  
JONATHAN SHEINTAL  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me on the 24th day of February, 1998, by JONATHAN SHEINTAL who is personally known to me or who produced as identification and who did not take an oath.

  
\_\_\_\_\_  
Notary Public  
Print Name: \_\_\_\_\_  
My Commission expires: \_\_\_\_\_  
[SEAL]

 Joshua E Reynolds  
My Commission CC689823  
Expires October 19, 2001

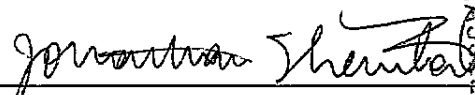
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That DOWNTOWN RENTALS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sarasota, County of Sarasota, State of Florida, has named JONATHAN SHEINTAL, located at 4462 Violet Avenue, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

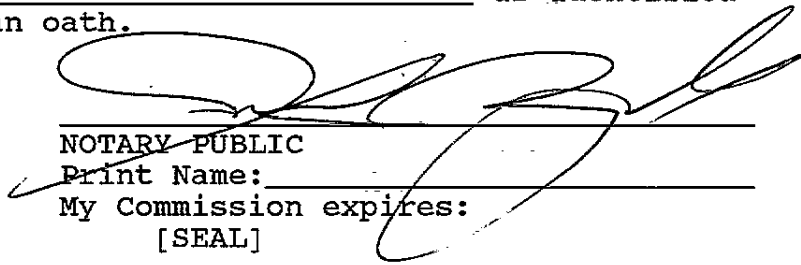
ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

  
\_\_\_\_\_  
JONATHAN SHEINTAL  
Resident Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA


The foregoing instrument was acknowledged before me on the 24th day of February, 1998, by JONATHAN SHEINTAL, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

Print Name: \_\_\_\_\_

My Commission expires: \_\_\_\_\_

[SEAL]

 Joshua E Reynolds  
My Commission CC689823  
Expires October 19, 2001

FILED  
98 FEB 25 AM 8:35  
TALAHASSEE, FLORIDA  
SECRETARY OF STATE