



THE UNITED STATES
CORPORATION
COMPANY

P98000107489

ACCOUNT NO. : 072100000032

REFERENCE : 081314 91344A

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 70.00

ORDER DATE : December 29, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 081314-005

CUSTOMER NO: 91344A

800002724888--1

CUSTOMER: Richard T. Earle, Iii, Esq
EARLE & EARLE
EARLE & EARLE
Suite 1401
111 Second Avenue, Northeast
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: BAY EQUIPMENT RENTAL & SALES,
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: Angie Glisar

EXAMINER'S INITIALS:

g 12/29/98

RECEIVED

98 DEC 29 AM 11:31

OFFICE OF THE
CLERK OF THE
SUPREME COURT
JAN 1 1999

98 DEC 29 PM 1:21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE

12/28/98

ARTICLES OF INCORPORATION

OF

BAY EQUIPMENT RENTAL & SALES, INC.

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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is BAY EQUIPMENT RENTAL & SALES, INC.

ARTICLE II

The principal office of the corporation is 3200 44th Avenue North, St. Petersburg, Florida 33714.

ARTICLE III

The period of duration of the corporation is perpetual.

ARTICLE IV

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE V

The aggregate number of shares that the corporation shall have the authority to issue is one hundred (100) shares of Capital Stock with a par value of \$5.00 per share.

ARTICLE VI

The street address in Florida of the initial registered office of the corporation is 3200 44th Avenue North, St. Petersburg, Florida 33714; and the name of the initial Registered Agent at such address is LEROY WILLIAMS.

ARTICLE VII

All corporate powers shall be exercised by or under the authority of and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

ARTICLE VIII

The name and address of the incorporator are as follows:
LEROY WILLIAMS, 3200 44th Avenue North, St. Petersburg, Florida 33714.

ARTICLE IX

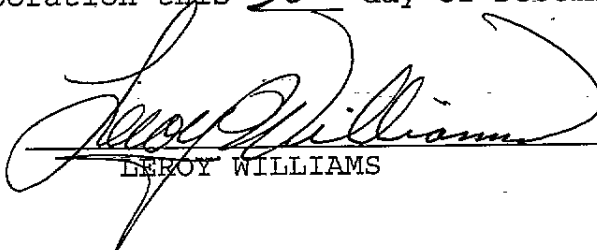
The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X

This corporation shall commence existence on the date of subscription and acknowledgment of these Articles of Incorporation, so long as said Articles of Incorporation are filed with the

Department of State, State of Florida, within five (5) days, exclusive of legal holidays, after subscription and acknowledgment thereof, and are subsequently approved by the Department of State, State of Florida, and all filing fees and taxes have been paid. Otherwise, the date of corporation existence shall begin when the Articles of Incorporation have been filed with the Department of State, State of Florida, and are approved by it, and all filing fees and taxes have been paid.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of December, 1998.

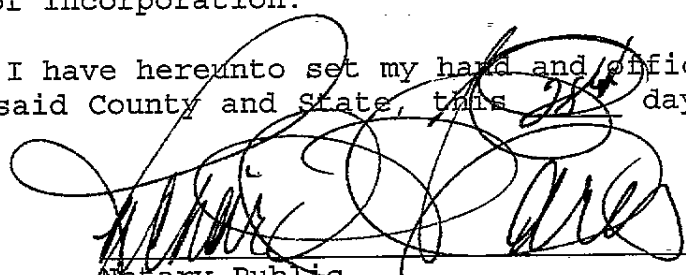


LEROY WILLIAMS

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared LEROY WILLIAMS, as incorporator of BAY EQUIPMENT RENTAL & SALES, INC., known to me personally to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at St. Petersburg, said County and State, this 28th day of December, 1998.

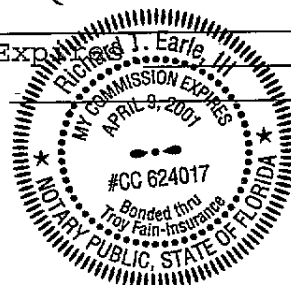


Notary Public

Print Name: _____

My Commission Expires _____

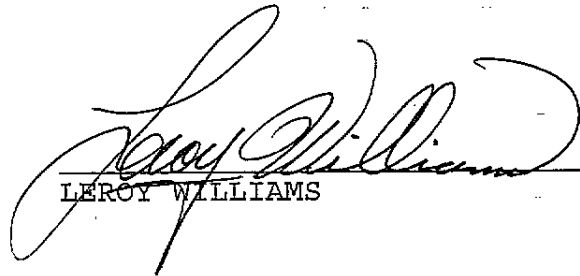
Commission No: _____



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ACCEPTANCE OF REGISTERED AGENT

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



LEROY WILLIAMS