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HEDSTROM & SMITH, LLP

Attorneys At Law

Edward E. Hedstrom

EEH@HSLaw.com

P.O. Box 1354

601 St. Johns Avenue

Palatka, Florida 32178-1354

Telephone (904) 328-6778

Fax (904) 329-1133

Tito S. Smith

TSS@HSLaw.com

September 30, 1999

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Corporate Records Bureau

Division of Corporations

Department of State

P. O. Box 6327

Tallahassee, Florida 32301

IN RE: P & W Rental Properties, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for *P & W Rental Properties, Inc.*, together with a check in the amount of \$122.50 for the filing fee. Please send me a certified copy at your earliest convenience.

Sincerely yours,

Edward E. Hedstrom *cp*

Edward E. Hedstrom

EEH/cp

enclosure

"SIGNED IN MR. HEDSTROM'S ABSENCE TO
AVOID DELAY IN MAILING."

FILED
99 OCT -4 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. Rolfe OCT 06 1999

ARTICLES OF INCORPORATION

OF

P & W RENTAL PROPERTIES, INC.

FILED
99 OCT -4 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, acting as Incorporators of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of this corporation is P & W RENTAL PROPERTIES, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually from the date of filing of the Articles of Incorporation by the Department of State or until dissolved according to law.

ARTICLE III. PURPOSE

The general nature and purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be One Thousand (1,000) shares of common stock at One Dollar (\$1.00) per share par value.

ARTICLE V. REGISTERED OFFICE AND AGENT

The address of this corporation's initial registered office and principal office is 132 Buffalo Bluff Road, Palatka, Florida

32177, and the name of its initial registered agent at that address is E. WALTON PELLICER, II.

ARTICLE VI. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

This corporation shall not have a Board of Directors. All corporate matters 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 VII. INCORPORATOR

The name and residence of the Incorporators to these Articles is:

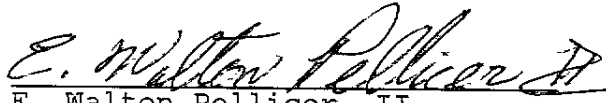
E. Walton, Pellicer, II
132 Buffalo Bluff Road
Palatka, Florida 32177

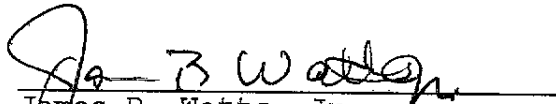
James B. Watts, Jr.
1618 Roselle Avenue
Palatka, Florida 32177

ARTICLE VIII. AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 30th day of September, 1999.


E. Walton Pellicer, II


James B. Watts, Jr.

STATE OF FLORIDA
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared E. WALTON PELLICER, II and JAMES B. WATTS, JR., to me known to be the persons described as Incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the state and county named above this 30th day of September, 1999.

Valerie N. Pritchett

Notary Public
My Commission



VALERIE N. PRITCHETT
COMMISSION # CC732598
EXPIRES MAY 16, 2002
BONDED THROUGH
RLI INSURANCE COMPANY


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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First - - That P & W Rental Properties, INC., desiring to
organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation, in the City
of Palatka, County of Putnam, and State of Florida, has named E.
WALTON PELLICER, II as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

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


E. Walton Pellicer, II
Registered Agent

FILED
99 OCT -4 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA