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1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

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DIVISION OF CORPORATION

CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 777310 3431A

AUTHORIZATION : *Patricia Pajito*

COST LIMIT : \$ 70.00

ORDER DATE : December 20, 1995

ORDER TIME : 10:05 AM

ORDER NO. : 777310

400001667924

CUSTOMER NO: 3431A

CUSTOMER: Joellen Lotvedt, Legal Asst
Fried, Frank, Harris, Shriver
1001 Pennsylvania Ave. N.w.

Washington, DC 200042505

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FOREIGN FILINGS

NAME: NEFF CORPORATION

PROFIT
 NON-PROFIT

CORPORATE
 LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: ANDREA MABRY

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:**

1. Neff Corp.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 6, 1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
December 1, 1995

6. _____
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)

7. 4343 NW 76th Ave.
Miami, FL 33166
(Current mailing address)

8. Any lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: The Prentice-Hall Corporation System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Prentice-Hall Corporation System, Inc.

By: Sheila R. Hawkins Asst. Secy.
(Registered agent's signature)

Sheila R. Hawkins, Asst. Secy.

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Jorge Mas, Jr.

Address: 8600 NW 36th Street, 8th Floor

Miami, Florida 33166

Vice Chairman: Kevin Fitzgerald

Address: 4343 NW 76th Avenue

Miami, Florida 33166

Director: Jose Ramon Mas

Address: 8600 NW 36th Street, 8th Floor

Miami, Florida 33166

Director: Juan Carlos Mas

Address: 8600 NW 36th Street, 8th Floor

Miami, Florida 33166

B. OFFICERS

President: Kevin P. Fitzgerald

Address: 4343 NW 76th Avenue

Miami, Florida 33166

Vice President: Robert G. Warren

Address: 4343 NW 76th Avenue

Miami, Florida 33166

Secretary: Kevin P. Fitzgerald

Address: 4343 NW 76th Avenue

Miami, Florida 33166

Treasurer: Kevin P. Fitzgerald

Address: 4343 NW 76th Avenue

Miami, Florida 33166

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Kevin P. Fitzgerald
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application.)

14. _____
(Typed or printed name and capacity of person signing application)

ADDENDUM A TO LIST ADDITIONAL DIRECTOR

Director: Robert G. Warren

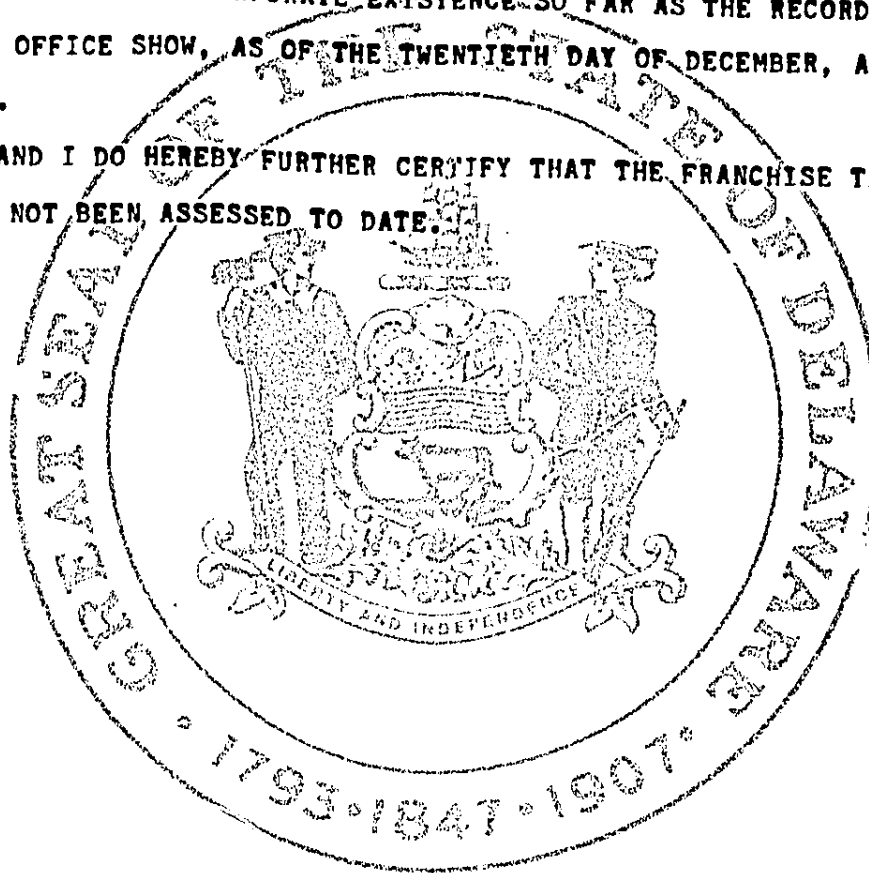
Address: 4343 NW 76th Avenue

Miami, Florida 33166

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEFF CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE. SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF DECEMBER, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.



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Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 7760649

DATE: 12-20-95