

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/02/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
H&E Equipment Services L.L.C.		02/02/2006	LIMITED LIABILITY COMPANY: LOUISIANA

RECEIVING PARTY DATA

Name:	H&E Equipment Services, Inc.
Street Address:	11100 Mead Road
Internal Address:	Suite 200
City:	Baton Rouge
State/Country:	LOUISIANA
Postal Code:	70816
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2415025	ICM
Registration Number:	2806425	H&E

CORRESPONDENCE DATA

Fax Number: (215)655-2317
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215.994.2317
 Email: hal.borden@dechert.com
 Correspondent Name: Hal E. Borden, Dechert LLP
 Address Line 1: Cira Centre
 Address Line 2: 2929 Arch Street
 Address Line 4: Philadelphia, PENNSYLVANIA 19104-2808

NAME OF SUBMITTER:	Hal E. Borden
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CH \$65.00 2415025

Signature:

/Hal Borden/

Date:

02/06/2006

Total Attachments: 2

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"H&E EQUIPMENT SERVICES L.L.C.", A LOUISIANA LIMITED LIABILITY COMPANY,

WITH AND INTO "H&E EQUIPMENT SERVICES, INC." UNDER THE NAME OF "H&E EQUIPMENT SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SECOND DAY OF FEBRUARY, A.D. 2006, AT 11:50 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF FEBRUARY, A.D. 2006, AT 9:30 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4034343 8100M

060099817

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4495435

DATE: 02-02-06

TRADEMARK
REEL: 003240 FRAME: 0877

Certificate of Merger
of
H&E Equipment Services L.L.C.
(a Louisiana limited liability company)
with and into
H&E Equipment Services, Inc.
(a Delaware corporation)

Pursuant to Title 8, Section 264(c) of the General Corporation Law of the State of Delaware, the undersigned corporation executed the following Certificate of Merger:

1. The name of the surviving corporation is H&E Equipment Services, Inc., a corporation organized under the laws of the State of Delaware, and the name of the limited liability company being merged into this surviving corporation is H&E Equipment Services L.L.C., a limited liability company organized under the laws of the State of Louisiana.
2. An agreement of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.
3. The name of the surviving corporation is "H&E Equipment Services, Inc."
4. The merger shall be effective as of 9:30 o'clock AM (Eastern Standard Time) on February 3, 2006.
5. The Merger Agreement is on file at: 11100 Mead Road, Suite 200, Baton Rouge, Louisiana 70816; the place of business of the surviving corporation.
6. A copy of the Merger Agreement will be furnished by the corporation on request, without cost, to any stockholder or member of any constituent corporation or limited liability company.
7. The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

In witness whereof, said corporation has caused this certificate to signed by an authorized officer as of the 2nd day of February, 2006.

H&E Equipment Services, Inc.

By: 

John Engquist
President