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C T CORPORATION SYSTEM

600 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

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Transit Group, Inc

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRANSIT GROUP, INC.**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, Transit Group, Inc., (the "Corporation") hereby amends and restates its Articles of Incorporation, as they may have previously been amended or restated as set forth below:

Article I. Name

The name of this Corporation is **TRANSIT GROUP, INC.** (the "Corporation").

Article II. Purpose

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any and all lawful act or activity for which corporations may be organized under the Florida Business Corporation Act as now or hereinafter in force. The Corporation shall possess and exercise all of the powers and privileges granted by the Florida Business Corporation Act, by any other law or by these Articles, together with all such powers and privileges incidental thereto as may be necessary or convenient to the conduct, promotion or attainment of the purposes of the Corporation.

Article III. Share Structure

(a) This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is 120,000,000 shares, of which 100,000,000 shares are Common Stock, \$.01 par value per share, and 20,000,000 shares are Preferred Stock, no par value per share. The rights and preferences of all outstanding shares of Common Stock shall be identical. The holders of outstanding shares of Common Stock shall have the right to vote on all matters submitted to a vote of the stockholders of the Corporation, on the basis of one vote per share of Common Stock owned.

(b) The Preferred Stock may be issued from time to time in one or more classes and series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board of Directors), and such resolution or resolutions shall also set forth the voting powers, full or limited or none, of each such class and/or series of Preferred Stock and shall fix the preferences, limitations and relative rights thereof. The Board of Directors is further authorized to determine or alter the rights, preferences,

privileges and restrictions granted to or imposed upon any wholly unissued class or series of Preferred Stock and to fix the number of shares of any class or series of Preferred Stock and the designation of any such class or series of Preferred Stock to the fullest extent permitted by the Florida Business Corporation Act. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any class or series, may increase or decrease (but not below the number of shares in any such series then outstanding) the number of shares thereof subsequent to the issue of shares of that series.

Article IV. Duration

The Corporation shall have perpetual existence.

Article V. Board of Directors

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida. The number of directors shall be determined in accordance with the Bylaws of the Corporation. The election of directors of the Corporation may, but need not, be by ballot.

Article VI. Liability of Directors

To the fullest extent permitted by the Florida Business Corporation Act, as the same now exists or may hereafter be amended in a manner more favorable to directors, a director of the Corporation shall not be personally liable to the Corporation, its stockholders or any other person for monetary damages for breach of fiduciary duty as a director. If the law of the State of Florida is amended after the filing of these Articles to authorize corporate action further limiting or eliminating the personal liability of directors of the Corporation, then the liability of directors to the Corporation or its stockholders shall be limited or eliminated to the fullest extent permitted by law of the State of Florida, as so amended from time to time. Any repeal or modification of the provisions of this Article VI, either directly or by the adoption of an inconsistent provision of these Articles, shall be prospective only and shall not adversely affect any right or protection set forth herein existing in favor of a particular individual at the time of such repeal or modification.

Article VII. Indemnification

(a) The Corporation shall indemnify, and upon request shall advance expenses (including attorneys' fees), in the manner and to the fullest extent permitted by law, to any officer or director of the Corporation (or the estate of any such person) who was or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan (an "indemnitee"), if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. To the fullest extent permitted by law, the indemnification and advances provided for herein shall include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the indemnitee. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses (including attorneys' fees), judgments, fines and amounts paid in settlement to the fullest extent permitted by law, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(b) Notwithstanding any provision of this Article VII to the contrary, the Corporation shall indemnify any indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

(c) Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Corporation's Articles of Incorporation inconsistent with this Article VII, shall eliminate or reduce the effect of this Article VII, with respect to any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VII, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

Article VIII. Bylaws

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal bylaws of the Corporation.

Article IX. Corporate Books

The books of the Corporation may be kept (subject to any provision of law) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the bylaws of the Corporation.

Article X. Stockholder Proposals

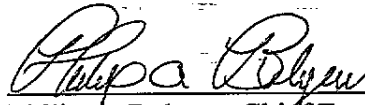
Advance notice of new business to be brought before any meeting of the stockholders and stockholder nominations for the election of directors shall be given in the manner and to the extent provided in the Bylaws of the Corporation.

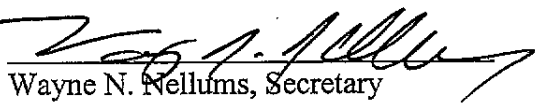
IN WITNESS WHEREOF, the undersigned has duly executed these Amended and Restated Articles of Incorporation on the 13th day of May, 1999.

TRANSIT GROUP, INC.

ATTEST:

BY:


Philip A. Belyew, Chief Executive Officer


Wayne N. Nellums, Secretary

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TRANSIT GROUP, INC.**

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

THE ARTICLES OF INCORPORATION OF TRANSIT GROUP, INC. HAVE BEEN AMENDED AND RESTATED. THE EXECUTED AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TRANSIT GROUP, INC. ATTACHED HERETO HAVE BEEN ADOPTED BY THE CORPORATION.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of each amendment's adoption: May 13, 1999

FOURTH: Adoption of Amendment

The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 13th day of May, 1999.

Signature: _____

Name: Philip A. Belyew

Title: Chief Executive Officer