

# L61510

CT Corporation System  
Requestor's Name

6660 East Jefferson Street  
Address

Tallahassee, FL 32301  
City/State/Zip Phone #  
222-1092

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Network Vehicle Central, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in  
☐ Mail out

☒ Pick up time 9:00 AM  
☐ Will wait

☐ Photocopy

☒ Certified Copy  
☐ Certificate of Status

98 JUL +6 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

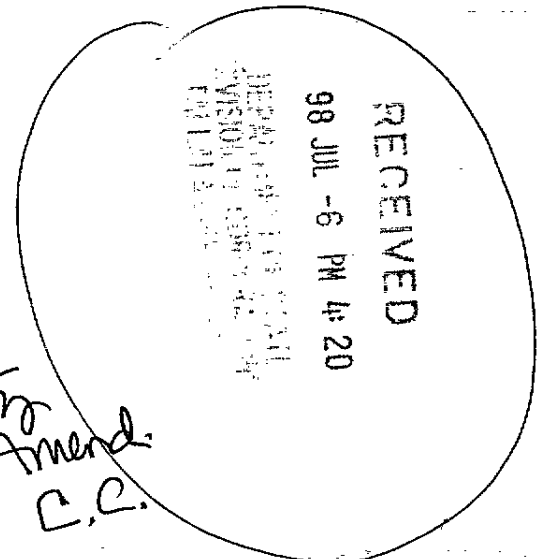
AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-07/07/98--01011--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

7/7  
For Amend.  
C.C.



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

**NETWORK VEHICLE CENTRAL, INC.**

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TALLAHASSEE, FLORIDA

*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: (indicate article number(s) being amended, added or deleted)

Article IV has been deleted in its entirety and replaced by the following Article IV:

**ARTICLE IV  
CAPITAL STOCK**

**A. COMMON STOCK**

The maximum number of shares of common stock that the corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock, each of which shall have a par value of \$1.00 per share. The holders of the common stock shall be entitled to one vote per share on all matters on which stockholders are entitled to vote including, but not limited to, the election of directors.

**B. PREFERRED STOCK**

The preferred stock has the designations, powers, privileges, preferences, rights, qualifications, limitations and restrictions provided below.

(1) Number of Shares. The maximum number of shares of preferred stock that the corporation is authorized to have outstanding is 12,500 shares of preferred stock, each of which shall have a par value of \$1.00 per share. The number of shares of the corporation is authorized to issue may not be increased, and the terms, conditions, designations, powers, privileges, preferences, rights, qualifications, limitations or restrictions thereof may not be altered, adjusted or waived, including in connection with any adjustment for stock splits, dividends, combinations or reclassifications, except pursuant to a majority vote of the stockholders and the affirmative vote of a majority of the issued and outstanding shares of preferred stock, voting as a separate class.

(2) Dividends. (a) Each holder of a share of preferred stock shall be entitled to receive in respect of such share when, as and if declared to be payable by the Board of Directors out of funds of the corporation legally available therefor, dividends at the rate per share of 6.9071% per annum (the "Preferred Rate") of the Liquidation Preference Per Share (as hereinafter defined), payable semi-annually (or to the extent that dividend payments are in arrears, then payable monthly until there are no such arrears but only to the extent funds become legally available therefor) on July 6 and January 6 in each year commencing on January 6, 1999 before any dividend or other distribution will be paid or declared and set apart for payment on any shares of any common stock of the corporation, or any other stock of any class of the corporation. The calculation of the amount of each semi-annual dividend due under the preceding sentence for any period of more than or less than six calendar months shall be made on the basis of a year of 360 days and the actual number of days elapsed since the preceding dividend payment or the date hereof, as the case may be.

(b) Dividends on the preferred stock at the Preferred Rate, calculated as provided in the preceding paragraph and payable at the times provided therein, shall be cumulative, whether or not earned, so that if at any time full cumulative dividends on all shares of the preferred stock then outstanding as so calculated shall not have been paid or declared and set apart for payment and paid on the semi-annual payment dates provided in paragraph IV(B)(2)(a) hereof, or if the full dividend on all such outstanding preferred stock for the then preceding semi-annual dividend period shall not have been paid or declared and set apart for payment (each such nonpayment or payment of less than the full dividend then due being a "Dividend Deficiency"), the amount of the Dividend Deficiency shall be paid or declared and set apart for payment, with a further dividend on the amount of such Dividend Deficiency at the Arrearage Rate (as hereinafter defined), before any sum shall be set apart for or applied by the corporation, or a subsidiary of the corporation, to the purchase, redemption or other acquisition of any shares of any other class of stock of the corporation and before any dividend or other distribution shall be paid or declared and set apart for payment on any other class of stock of the corporation and until any Dividend Deficiency for all prior semi-annual dividend periods and any further dividend thereon required by this paragraph IV(B)(2)(b) and the full dividend for the immediately preceding semi-annual dividend period shall have been paid or distributed to, or at the direction of, the holder of such preferred stock. The "Arrearage Rate" shall be a rate per annum equal to the sum of the Preferred Rate plus 2.0 percentage points.

(c) After payment of the dividends on the preferred stock as provided in paragraphs IV(B)(2)(a) and IV(B)(2)(b), including the payment in full of any Dividend Deficiency and any further dividends thereon at the Arrearage Rate, the corporation may pay, as declared by the Board of Directors out of legally available funds, a dividend on the issued and outstanding shares of common stock in any year in an aggregate dollar amount not exceeding ten times the aggregate dollar amount of dividends paid on all issued and outstanding shares of preferred stock during that year.

(d) After payment of the dividends on the common stock in the maximum amount permitted under paragraph IV(B)(2)(c) above, any further dividends paid in that year shall

be paid to the holders of preferred stock and the holders of common stock in an equal amount per share without regard to class.

(3) Liquidation Rights. (a) Upon the dissolution, liquidation or winding-up of the corporation, whether voluntary or involuntary, each holder of the preferred stock shall be entitled to receive, before any payment or distribution shall be made to the holders of any other class of outstanding stock of the corporation, out of the assets of the corporation available for distribution to shareholders, an amount per share equal to the sum of (i) \$1,000.00 per share of preferred stock (the "Liquidation Preference Per Share"), (ii) all accrued and unpaid dividends on each share of preferred stock to and including the date of payment thereof as provided in paragraph IV(B)(2)(a), whether or not earned or declared, and (iii) without duplication of any of the amounts described in the preceding clause (ii), any other Dividend Deficiency in respect of such shares plus a further dividend thereon as provided in Section IV(B)(2)(b). If the assets of the corporation available for distribution to the holders of the preferred stock shall be insufficient to permit payment in full of the amounts payable as aforesaid to the holders of the preferred stock upon such liquidation, dissolution or winding-up, whether voluntary or involuntary, then all such assets of the corporation shall be distributed, to the exclusion of the holders of shares of any other class of stock of the corporation, ratably among the holders of the preferred stock.

(b) Upon the payment in full of all amounts due to holders of the preferred stock, the holders of the common stock shall receive out of the remaining assets of the corporation legally available for distribution an aggregate dollar amount not exceeding ten times the aggregate dollar amount of the distribution to the holders of preferred stock pursuant to paragraph IV(B)(3)(a).

(c) After payment of the distribution to the holders of preferred stock as provided in paragraph IV(B)(3)(a) and the distribution to the holders of common stock as provided in paragraph IV(B)(3)(b), all remaining assets of the corporation legally available for distribution to stockholders shall be distributed to the holders of preferred stock and the holders of common stock in an equal amount per share without regard to class.

(d) A consolidation or merger of the corporation with or into any other corporation or corporations, or a sale, conveyance or disposition of all or substantially all of the assets of the corporation, or the effectuation by the corporation of a transaction or series of related transactions in which voting securities representing more than fifty percent (50%) of the voting power of the corporation are disposed of such that as a result thereof such disposed of securities are held beneficially by any person or entity other than Ryder System, Inc. or its Affiliates (as defined in Rule 405 of the Securities Act of 1933, as amended), shall be deemed to be a liquidation, dissolution or winding-up within the meaning of this subsection IV(B)(3).

(4) Voting Rights. (a) The holders of preferred stock shall each be entitled to one vote per share on all matters on which stockholders are entitled to vote, including, but not limited to, the election of directors.

(b) In addition to any statutory class voting rights of the holders of preferred stock, the corporation shall not take any of the following actions without the affirmative vote or prior written consent of the holders of a majority of the issued and outstanding shares of the preferred stock voting as a class:

(i) increase the authorized number of shares of preferred stock of the corporation or reissue any previously redeemed shares of such preferred stock;

(ii) amend, alter or repeal any provision of the Articles of Incorporation or the corporation's by-laws which adversely affects the rights, preferences or privileges of the holders of the preferred stock;

(iii) authorize, create or issue shares of any series or class of stock or any other securities convertible into equity securities of the corporation having a preference over, or being on a parity with, the preferred stock with respect to dividends or redemptions or upon liquidation or dissolution or winding-up of the corporation;

(iv) reclassify any shares of any class of stock of the corporation into shares (A) ranking as to payment of dividends, distributions of assets or redemptions prior to or on a parity with the preferred stock or (B) which in any manner adversely affects the holders of the preferred stock;

(v) enter into any agreement or instrument, or create any obligation, restricting or limiting, directly or indirectly, the redemption of the preferred stock or the payment of any liquidating preference on the preferred stock; or

(vi) (A) pay, or declare and set aside for payment, any dividend on any shares of common stock or any other class of stock of the corporation or (B) purchase, redeem or otherwise acquire any shares of any class of stock of the corporation or otherwise pay, or set apart for payment, any monies for a purchase fund or sinking fund for the purchase thereof; unless, in each case, all dividends payable in respect of the preferred stock have been paid.

**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:

None.

**THIRD:** The date of each amendment's adoption: July 6, 1998

**FOURTH:** Adoption of Amendment(s) (CHECK ONE)



The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.



The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_,"  
voting group



The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.



The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 6th day of July, 1998

Signature

  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

H. Judith Chozianin

\_\_\_\_\_  
Typed or printed name

Assistant Secretary

\_\_\_\_\_  
Title