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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

RPM Fleet Maintenance Corporation

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
RPM FLEET MAINTENANCE CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is RPM Fleet Maintenance Corporation.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Adam J. Buss.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two and the name and address of each person who is to serve as a member thereof is:

Thomas H. Montana	790 Renner Avenue Melbourne, Florida 32935
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Carol Montana	1 Gap Head Road Rockport, Massachusetts 01966
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ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Adam J. Buss, 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

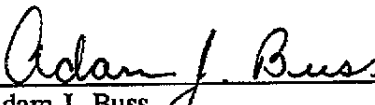
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ARTICLE VII - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of July, 2000.


Adam J. Buss
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That RPM Fleet Maintenance Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Adam J. Buss, located at 50 N. Laura Street, Suite 2800, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Adam J. Buss
Adam J. Buss
Incorporator

July 11, 2000
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Adam J. Buss hereby agrees to act in this capacity, and Adam J. Buss further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

Adam J. Buss
Adam J. Buss

July 11, 2000
Date

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