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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TROPICAL TRANSPORTATION OF FLORIDA, INC.  
AUDIT NUMBER.....H96000015740  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF H96000015740  
TROPICAL TRANSPORTATION OF FLORIDA, INC.

Tropical Transportation of Florida, Inc. (the "Corporation"), hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

INCORPORATOR

Arnold Straus, Jr., whose address is 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024, being at least 18 years of age, does hereby form a corporation under the general laws of the State of Florida.

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ARTICLE II

NAME

The name of the corporation (the "Corporation") is:  
Tropical Transportation of Florida, Inc.

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed are to engage in any lawful act or activity, including, without limitation or obligation, engaging in the business of owning, leasing, maintaining, operating and selling gas, electric, commercial and industrial new and used vehicles.

Prepared by:  
Arnold M. Straus, Jr., Esq.  
10081 Pines Boulevard, Suite C  
Pembroke Pines, Florida 33024  
Florida Bar No.: 275328  
(954) 431-2000

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**ARTICLE IV**

**PRINCIPAL OFFICE IN STATE AND RESIDENT AGENT**

The principal office and the mailing address of the Corporation is 1951 Tigertall Boulevard, Dania, Florida 33004.

**ARTICLE V**

**REGISTERED OFFICE**

The street address of the initial registered office of the corporation shall be 10081 Pinos Boulevard, Suito C, Pembroke Pines, Florida 33024, and the name of the initial registered agent of the corporation at the aforesated address is Arnold Straus, Jr.

**ARTICLE VI**

**TERM OF EXISTENCE**

This Corporation shall commence upon filing these Articles with the Secretary of State and it shall exist perpetually.

**ARTICLE VII**

**PROVISIONS FOR DEFINING, LIMITING  
AND REGULATING CERTAIN POWERS OF THE  
CORPORATION AND OF THE STOCK HOLDERS AND DIRECTORS**

A. Number and Classification of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors of the Corporation initially shall be five, which number may be increased or decreased pursuant to the Bylaws, but shall never be less than five. There shall be one class of directors, to hold office initially for a term expiring at the

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next succeeding annual meeting of stockholders. Stockholders shall elect the directors at the annual meeting.

B. The names and addresses of the initial members of the Board of Directors are:

Leslie J. Person	1951 Tigertail Boulevard Dania, Florida 33004
Darin L. Person	1951 Tigertail Boulevard Dania, Florida 33004
Richard F. Brown, II	1943 Webster Street Dayton, Ohio 45404
Timothy J. Salopek	1943 Webster Street Dayton, Ohio 45404
Arnold Straus, Jr.	10081 Pines Boulevard Suite C Pembroke Pines, Florida 33024

C. Authorization by Board of Stock Issuance. The Board of Directors may authorize the issuance of shares of stock of the Corporation of any class or series, whether now or hereafter authorized, or securities or rights convertible into shares of its stock of any class or series, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable (or without consideration in the case of a stock split or stock dividend), subject to such restriction or limitations, if any as may be set forth in these Articles or the Bylaws.

D. Indemnification. As permitted by Florida law, the Corporation, upon approval by a majority of the Board of Directors, shall have the right to indemnify and pay or reimburse reasonable expenses in advance of final disposition

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of a proceeding to, any individual who is a present or former director or officer of the Corporation from and against any claim or liability to which such person may become subject or which such person may incur by reason of his status as a present or former director or officer of the Corporation.

E. Determinations by Board. The determination as to any of the following matters, made in good faith by the Board of Directors consistent with the Bylaws, unless fraud or dishonesty has been established by a court, shall be final and conclusive and shall be binding upon the Corporation and every holder of shares of its stock: the amount of the net income of the Corporation for any period and the amount of assets at any time legally available for the payment of dividends, redemption of its stock or the payment of other distributions on its stock; the amount of paid-in surplus, net assets, other surplus, annual or other net profit, net assets in excess of capital, undivided profits or excess of profits over losses on sales of assets; the amount, purpose, time of creation, increase or decrease, alteration or cancellation of any reserves or charges and the propriety thereof (whether or not any obligation or liability for which such reserves or charges shall have been created shall have been paid or discharged); the fair value, or any sale, bid or asked price to be applied in determining the fair value, of any asset owned or held by the Corporation; and any matters relating to the acquisition, holding and disposition of any assets by the Corporation.

F. Related Party Transactions. Without limiting any other procedures available by law or otherwise to the Corporation, the Board of Directors may authorize

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any agreement with any person, corporation, association, company, trust, partnership (limited or general) or other organization, although one or more of the directors or officers of the Corporation may be a party to any such agreement or an officer, director, stockholder or member of such other party, and no such agreement or transaction shall be invalidated or rendered void or voidable solely by reason of the existence of any such relationship if the existence is disclosed to the Board of Directors, and the contract or transaction is approved by the affirmative vote of a majority of the entire Board of Directors. This Corporation elects not to be governed by Florida Statutes 607.0901 and 607.0902.

#### ARTICLE VIII

#### STOCK

- A. Authorized Shares. The Corporation has authority to issue 7,500 share of Common Stock, \$1.00 par value per share ("Common Stock"). The aggregate par value of all authorized shares of stock having par value is \$7,500.00.
- B. Common Stock. Each share of Common Stock shall entitle the holder thereof to one vote.
- C. Cumulative Voting. There shall be no cumulative voting.
- D. Preemptive Rights. Every shareholder, shall have the right to purchase his pro rata share of any new stock issued by Corporation at the price at which it is offered to others.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand seal on  
this 7th day of November 1996.

Arnold Straus Jr.  
ARNOLD STRAUS, JR.


STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing Articles of Incorporation were acknowledged before me this 7th  
day of November, 1996, by Arnold Straus, Jr. who is personally known to me.

Judith L. Beyer  
NOTARY PUBLIC, State of Florida

My Commission Expires:

 JUDITH L. BEYER  
My Comm Exp. 2/15/00  
Bonded By Service Ins  
No. CC535576  
My Comm's Expires 11/02/00

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
NOV - 7 PM 4:40  
STATE  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That TROPICAL TRANSPORTATION OF FLORIDA, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 1951 Tigertail Boulevard, Dania, Florida 33004, County of Broward, State of Florida, has named Arnold Straus, Jr., located at 10081 Pines Boulevard, Suite C, Pembroke Pines, Florida 33024, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Arnold Straus Jr.*  
\_\_\_\_\_  
ARNOLD STRAUS, JR.  
RESIDENT AGENT

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