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*Amend*

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2006 NOV 13 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*  
11/14/06



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 591099 7546274

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : November 10, 2006

ORDER TIME : 10:52 AM

ORDER NO. : 591099-010

CUSTOMER NO: 7546274

DOMESTIC AMENDMENT FILING

NAME: AMERICAN TRUCK & TRAILER CO.,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 2956

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AMERICAN TRUCK & TRAILER CO., INC.

FILED  
2006 NOV 13 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WHEREAS, the Certificate of Incorporation of AMERICAN TRUCK COMPANY, INC. (the "Company"), was filed August 3, 1955, and an amendment to its Certificate of Incorporation was filed March 6, 1957, changing the name of the Company to AMERICAN TRUCK & TRAILER CO., INC.;

WHEREAS, Fla. Stat. §607.1001(1) provides that "[a] corporation may amend its articles of incorporation at any time to add or change a provision that is required or permitted in the articles of incorporation . . .";

WHEREAS, a provision specifying the number of authorized shares is one which is required to be in a corporation's articles of incorporation under Fla. Stat. §607.0601(1);

WHEREAS, Fla. Stat. §607.1001(2) provides that "[a] shareholder of the corporation does not have a vested property right resulting from any provision in the articles of incorporation, including provisions relating to . . . capital structure . . .";

WHEREAS, Fla. Stat. §607.604(1)(a) provides that, in lieu of issuing fractional shares, a corporation may "pay in money the fair value of fractions of a share;"

WHEREAS, Fla. Stat. §607.1003(1) provides that the board of directors may propose one or more amendments to the articles of incorporation for submission to the shareholders;

WHEREAS, on November 9, 2006, the board of directors of the Company unanimously recommended that the shareholders amend the Company's certificate of incorporation to reduce the authorized capital stock of the Company from one hundred (100) to fifty (50) no par common voting shares, and to prohibit the issuance of fractional shares;

WHEREAS, Fla. Stat. §607.0704(1) provides that any action required or permitted to be taken at an annual or special shareholders' meeting can be taken by written consent without a meeting, without prior notice, and without a vote;

WHEREAS, the Company has no voting groups except for one class of no par common voting stock, so that all that is required for adoption of an amendment to its certificate of incorporation is that a simple majority of its outstanding shares consent in writing to such action and deliver such consents to the corporate secretary within 60 days;

WHEREAS, on November 9, 2006, holders of a majority of the outstanding shares of the Company's no par common voting stock delivered written consents to the Company's secretary, approving and adopting the following amendment to the Company's Certificate of Incorporation;

The Company hereby files this Certificate of Amendment to its Certificate of Incorporation pursuant to Fla. Stat. §607.1006:

1. The name of the corporation is AMERICAN TRUCK & TRAILER CO., INC.
2. Article III of the Company's Certificate of Incorporation is amended and restated in its entirety to read as follows:

ARTICLE III  
CAPITAL STOCK

The authorized capital stock of this corporation shall be divided into fifty (50) shares of common stock of no par value, to be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the stockholders or by the directors of the corporation at the organizational meeting had after the granting of the Charter herein applied for, or at any regular or special meeting of the corporation; and which capital stock shall be sold, issued, assigned and transferred only in accordance with such By-Laws as the company may from time to time make, change or alter.

No fractional shares of the corporation's stock shall be issued but, in lieu thereof and as authorized by Fla. Stat. §607.0604(1)(a), the person otherwise entitled to the issuance of a fractional share shall be paid in money the fair value of such fractional share. The good faith judgment of the board of directors of the corporation as to the fair value shall be conclusive.

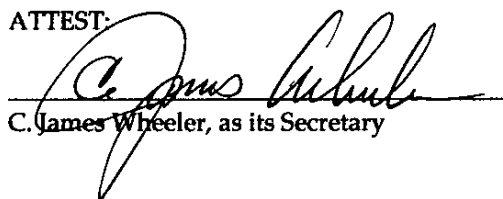
3. The foregoing amendment was duly adopted by majority vote of the holders of all of the Company's issued and outstanding shares by means of written consents delivered to the Company on November 9, 2006.

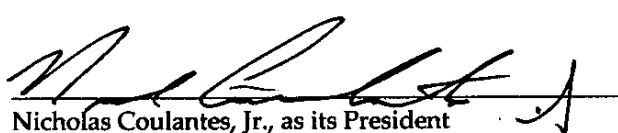
4. The adoption of the foregoing amendment is an event described in Fla. Stat. §607.1302(1)(d) which triggers dissenting shareholders' appraisal rights under Fla. Stat. §607.1301-607.1333.

5. The provisions for implementing this amendment are as follows: the Company shall, within ten (10) days of the date of adoption of this amendment, notify in writing each record shareholder and each beneficial shareholder of its issued and outstanding shares of the substance of this amendment, request each such shareholder to tender the certificate(s) (if any) evidencing such shares for cancellation and reissuance, and advising any such shareholder to whom a fractional share would otherwise be issued of such shareholder's appraisal rights under Fla. Stat. §607.1301-607.1333 if such shareholder elects to dissent from this corporate action.

IN WITNESS WHEREOF, the undersigned officers of the Company have executed these articles of amendment on November 9, 2006.

ATTEST:

  
C. James Wheeler, as its Secretary

  
Nicholas Coulantes, Jr., as its President

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of November, 2006, by NICHOLAS COULANTES, JR., the President of AMERICAN TRUCK & TRAILER CO., INC., a Florida corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced a current and valid Florida Driver's License/Florida ID Card as identification.



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Richard S. Wheeler  
Notary Public, State of Florida  
Commission #DD 455907 expires 08/27/09