

# CAPITAL CONNECTION, INC.

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Metro Sales and Leasing, Inc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☒ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☒ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
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DIVISION OF CORPORATION

C. Coulliette JAN 03 2002

Signature

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Name

Date

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**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**METRO SALES AND LEASING, INC.**

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**ARTICLE I.**

The name and mailing address of the corporation is Metro Sales and Leasing, Inc.,  
12804 Northwest 42nd Avenue, Opa Locka, Florida 33054.

**ARTICLE II.**

The general nature of the businesses to be transacted by the corporation shall be as follows:

(a) To own, operate, lease and in every way manage and engage in the business of owning, operating, managing and leasing trucking equipment, trailers, tractors and business properties and businesses, either for itself or for others; and the financing of such property, and to act as agent and broker for the manufacturers of trucking equipment, trailers and tractors; and, in connection therewith:

(b) To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

(c) To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

(d) To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and chooses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, chooses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon;

(e) Without limit as to amount, to borrow money for the purposes of the corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

(f) To aid by loan, subsidy, guaranty, or in any other manner, any corporation,

firm, syndicate, association or individual to the extent the Board of Directors deems advisable to promote the business, interests and purposes of the corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

(g) To employ its surplus earnings or accumulated profits from time to time as its Directors may determine, to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Directors may from time to time determine, the stocks, bonds, debentures or other securities of the corporation, to the extent permitted by law;

(h) To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the corporation, including but not limited to arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

(i) To have one or more offices, and to carry on its operations and to transact its

business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

### ARTICLE III.

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be one hundred thousand (100,000) shares having a par value of twenty-five cents (\$0.25) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and nonassessable, and may be issued for consideration of property (including shares and interests in other entities), labor or services, as the Board of Directors shall determine. The stockholders shall have no preemptive rights with respect to the capital stock or

securities of the corporation, and the corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures and other securities convertible into stock of the corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the stockholders then holding shares of its capital stock.

All stock of the corporation is and shall be subject to the following restrictions and conditions:

(1) No stockholder may sell, assign, pledge or transfer any stock in the corporation without first giving the corporation a right of first refusal to purchase the stock in accordance by written notice directed to the president of the corporation, and accompanied by a copy of a written offer received by the stockholder. The notice shall advise the corporation of the amount of the offer and any terms of purchase together with the name and address of the party offering to acquire such stock. The corporation may, in its sole discretion, re-purchase such stock for the same price and on the same terms. The corporation shall indicate its intention to exercise this right of first refusal by delivering to the stockholder desiring to sell the stock of the corporation a written notification of the corporation's decision within 60 days of receiving the notice from the stockholder. Failure to deliver a notice within such 60-day period shall constitute a waiver of such right of first refusal with respect only to the proposed transfer described in the offer. The corporation may assign its right to purchase to any other stockholder.

(2) In the event any owner of stock of the corporation dies owning stock in the corporation, the corporation shall re-purchase from the heirs or authorized personal representatives

of the decedent all of the stock of the corporation owned by the decedent at the time of the stockholder's death for an amount equal to 90% of the book value of such stock. The book value shall be determined as of the end of the corporation's fiscal year immediately preceding the stockholder's death.

(3) In the event any owner of the stock of the corporation terminates employment with the corporation, Alterman Transport Lines, Inc., Alterman Corporation or any affiliate of any such corporation (the "companies"), and is not employed by another one of the companies, the corporation shall repurchase the stock of such stockholder for a purchase price determined as follows:

<u>Years since stock issued To Stockholder</u>	<u>Percentage of Book Value</u>
Less than One year	70%
More than one year but not more than two years	75%
More than two years but not more than five years	80%
More than five years but not more than ten years	85%
Ten years or more	90%

The book value of the stock shall be determined as of the end of the corporation's fiscal year immediately preceding the stockholder's termination of employment.

(4) Notwithstanding any of the foregoing, in the event of a change in control of any of the companies, and provided the corporation is not liquidated and its assets distributed to the stockholders in the course of such change in control, the corporation at any time within two years

following the change in control shall repurchase, upon written request of any stockholder, the stock of such stockholder for a purchase price equal to 100% of the book value of such stockholder's stock, determined as of the end of the corporation's fiscal year immediately preceding the delivery of the request. As used herein with respect to any company, "change in control" means (a) the change in ownership, within a period of twelve (12) consecutive months, of more than fifty percent (50%) of the voting common stock of such company, other than a transfer by reason of death to a deceased stockholder's personal representatives or beneficiaries, or (b) a sale of all or substantially all of the assets of such company.

(5) "Book value" shall be computed in accordance with generally accepted accounting principles by the accountants regularly employed by the corporation..

(6) All stock shall have a legend placed upon the stock certificate referring to these restrictions and of the right and obligation of the corporation to re-purchase as provided by this Article.

#### ARTICLE IV.

The corporation shall have perpetual existence.

#### ARTICLE V.

The street address of the registered office of this corporation in Florida is 12805 NW 42<sup>nd</sup> Avenue, Opa Locka, Florida 33054, and its registered agent at that address shall be Richard C. Alterman. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.



## ARTICLE VI.

The number of the directors of this corporation shall be not less than one (1) nor more than fifteen (15) as fixed from time to time by the provisions of the By-Laws.

## ARTICLE VII.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation:

(1) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the By-Laws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the By-Laws as constituted from time to time, expressly conferred upon or reserved by the stockholders.

(2) Subject always to such By-Laws as may be adopted from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter and amend the By-Laws of the corporation, but any By-Law adopted, altered or amended by the Directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as from time to time may be provided in the By-Laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(4) No Director or officer of this corporation shall, in the absence of fraud, be disqualified by his or her office from dealing or contracting with this corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this corporation be void or voidable or affected by reason of the fact that any such director or officer, or any firm of which any such director or officer is a member or any employee, or any corporation of which any such director or officer is an officer, director, stockholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this corporation, even though the vote of the director or directors or officer or officers having such interest shall have been

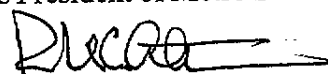
necessary to obligate this corporation upon such contract, transaction or act; and no director or directors or officer or officers having such interest shall be liable to this corporation or to any stockholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such director or directors or officer or officers be accountable for any gains or profits realized thereon.

#### ARTICLE X.

This corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned President and Secretary of Metro Sales and Leasing, Inc., pursuant to authorization granted by the Board of Directors and Shareholders of said corporation, have hereunto set our hands and seals for the purpose of restating the Articles of Incorporation thereof, and we hereby make, subscribe, acknowledge and file in the office of the Secretary of State of the State of Florida these Restated Articles of Incorporation and certify that the facts herein stated are true, all on this 21<sup>st</sup> day of December, 2001.

  
As President of Metro Sales and Leasing, Inc.

  
As Secretary of Metro Sales and Leasing, Inc.

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Vernon Roark and Richard C. Alterman, who are each personally known to me or who have each produced

\_\_\_\_\_ as identification, and who executed the foregoing instrument as President and Secretary, respectively, of Metro Sales and Leasing, Inc., the corporation named therein, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 21<sup>st</sup> day of December, 2001.



(Notarial Seal)

Betty Lee Medina  
Signature of Notary Public  
Betty Lee Medina  
Printed Name of Notary Public  
Notary Public, State of Florida  
My commission expires: 11-27-2004

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Metro Sales and Leasing, Inc., a Florida corporation, at the place designated in the Articles of Incorporation of said corporation, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open. I further acknowledge that I am familiar with, and accept, the obligations imposed upon registered agents, including the obligations imposed by section 607.0505, Florida Statutes.

Richard C. Alterman  
Richard C. Alterman, Registered Agent

**CERTIFICATE AS TO AMENDMENT AND RESTATEMENT OF  
ARTICLES OF INCORPORATION OF  
METRO SALES AND LEASING, INC.**

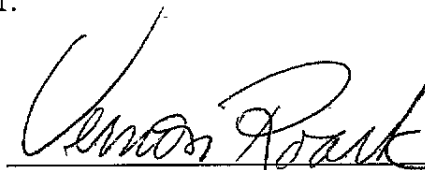
We, Vernon Roark and Richard C. Alterman, hereby certify that we are the President and Secretary of Metro Sales and Leasing, Inc., a Florida corporation. We do further certify that the following resolution relating to the amendment and restatement of the Articles of Incorporation of said corporation was unanimously approved and adopted by the stockholders and directors of said corporation at a special meeting of the stockholders and directors duly called and held for that purposes on May 1, 2001:

BE IT RESOLVED, that, effective on the date of filing of this Amendment with the office of the Secretary of State of Florida, the Articles of Incorporation of this corporation shall be amended and completely restated to read as set forth on the attachment hereto; and

BE IT FURTHER RESOLVED, that the President and Secretary of this corporation are authorized to execute said Restated Articles of Incorporation on behalf of this corporation.

We do further certify that the number of votes cast for this amendment by the directors and each shareholder voting group was sufficient for approval.

IN WITNESS WHEREOF, We have executed this certificate as President and Secretary of Metro Sales and Leasing, Inc., a Florida corporation, and have caused the same to be sealed with the corporate seal this 21<sup>st</sup> day of December, 2001.

  
As President of Metro Sales and Leasing, Inc.

  
As Secretary of Metro Sales and Leasing, Inc.

(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Vernon Roark and Richard C. Alterman, who are each personally known to me or who have each produced \_\_\_\_\_ as identification, and who executed the foregoing certificate as President and Secretary, respectively, of Metro Sales and Leasing, Inc., the corporation named therein, and who personally acknowledged to and before me that they executed the same in such capacities as the act and deed of said corporation.

WITNESS my hand and official seal in said County and State this 31<sup>st</sup> day of December, 2001.

Betty Lee Medina  
Signature of Notary Public  
Betty Lee Medina  
Printed Name of Notary Public  
Notary Public, State of Florida  
My commission expires: 11-27-2004

(Notarial Seal)



Betty Lee Medina  
Commission # CC 975433  
Expires Nov. 27, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.