

566684



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 457434 1579E
AUTHORIZATION : *Patricia Piquit*
COST LIMIT : \$ 87.50

ORDER DATE : July 10, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 457434-005

700002235197--0

CUSTOMER NO: 1579E

CUSTOMER: Ms. Kathleen Monday
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

DOMESTIC AMENDMENT FILING

NAME: FREIGHTLINER TRUCKS OF SOUTH
FLORIDA, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

Amended + Restated
Sp 7/10/97

FILED STATE
SECRETARY OF CORPORATIONS
97 JUL 10 PM 1:20

RECEIVED
97 JUL 10 11:12:12

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 10 PM 1:20**

FREIGHTLINER TRUCKS OF SOUTH FLORIDA, INC.

The undersigned, on behalf of Freightliner Trucks of South Florida, Inc., adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Freightliner Trucks of South Florida, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 17151 NW 7th Avenue Extension, Miami, Florida 33169.

ARTICLE II

DURATION

This corporation shall exist perpetually.

ARTICLE III

PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the present registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE VI

DIRECTORS

This corporation shall have at least one director. The number of directors may be increased or diminished from time to time, as provided by the bylaws, but shall never be less than one.

ARTICLE VII

BYLAWS

The bylaws of this corporation may be amended or repealed from time to time by either the Board of Directors or the shareholders, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE IX

INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

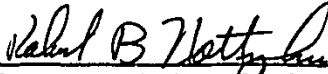
ARTICLE X

AMENDMENT

The Board of Directors of this corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders under Florida law is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation the 7 day of July, 1997.

**FREIGHTLINER TRUCKS OF SOUTH
FLORIDA, INC.**



Robert B. Nottingham, President

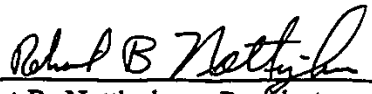
CERTIFICATE

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned, as President of FREIGHTLINER TRUCKS OF SOUTH FLORIDA, INC., a Florida corporation (the "Corporation"), does hereby certify the following:

1. The Amended and Restated Articles of Incorporation of the Corporation which are attached hereto contain amendments to the Articles of Incorporation that require shareholder approval.
2. The Amended and Restated Articles of Incorporation were approved and adopted on June 10, 1997 by the unanimous written consent of the Board of Directors and the sole shareholder of the Corporation.
3. The number of votes cast in favor of the amendments in the Amended and Restated Articles of Incorporation was sufficient for approval.

Dated: July 1, 1997

FREIGHTLINER TRUCKS OF SOUTH
FLORIDA, INC.



Robert B. Nottingham, President