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A + Restated
Art.

12/27/02

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

John J. Jenue Truck Broker

4375

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Name

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- ☐ Certificate of Fictitious Name
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- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

JOHN J. JERUE TRUCK BROKER, INC.

The following are Amended and Restated Articles of Incorporation for **JOHN J. JERUE TRUCK BROKER, INC.** (the "Corporation") pursuant to Section 607.1007 and 607.1006, *Florida Statutes, 2001* and include one or more amendments requiring actions of the Directors and Shareholders under Section 607.1003, *Florida Statutes, 2001*, under the provisions of Chapter 607 of the *Florida Statutes* (the "Act").

**ARTICLE I
Name and Address**

The name of the Corporation shall be **JOHN J. JERUE TRUCK BROKER, INC.**, and its mailing address is Post Office Box 9007, Bartow, Florida 33831.

**ARTICLE II
Purpose and Powers**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III
Term of Existence**

The Corporation shall have perpetual existence.

**ARTICLE IV
Capital Stock**

The authorized capital stock of the Corporation shall be one thousand (1,000) shares of common stock having a par value of \$.02 per share one having voting powers (the "Voting Common Stock") and Ninety-nine Thousand (99,000) shares having a par value of \$.02 per share of common stock having the right to vote only on matters which the Act requires voting rights even though prohibited by the Articles (the "Non-voting Common Stock").

Except for the voting rights there shall be no difference in rights between the Voting Common Stock and the Non-voting Common stock, including but no limited to the rights to receive dividends and distributions and the rights to be treated a shareholders for the purpose of making distributions and liquidating dividends on liquidation and dissolution of the Corporation.

Except to the extent prohibited by the Act, all actions required or permitted to or by the shareholders of a corporation shall or may be taken only by the holder of the Voting Common Stock.

ARTICLE V

Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The present Board of Directors of the Corporation shall consists of three (3) Director(s), whose name(s) and address(es) is/are:

John J. Jerue

Mailing: Post Office Box 9007
Bartow, Florida 33831

Physical: 280 East Main Street
Bartow, Florida 33830

J. Jeffrey Jerue

Mailing: Post Office Box 9007
Bartow, Florida 33831

Physical: 280 East Main Street
Bartow, Florida 33830

E. Luis Campano

Mailing: Post Office Box 9007
Bartow, Florida 33831

Physical: 280 East Main Street
Bartow, Florida 33830

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than three (3) .

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI

Officers

Section 1. The Officers of the corporation are those described below and whose names and address are:

President:	John J. Jerue		
Mailing:	Post Office Box 9007	Physical:	280 East Main Street
	Bartow, Florida 33831		Bartow, Florida 33830

Vice President:	J. Jeffrey Jerue		
Mailing:	Post Office Box 9007	Physical:	280 East Main Street
	Bartow, Florida 33831		Bartow, Florida 33830

Secretary and Vice President:	E. Luis Campano		
Mailing:	Post Office Box 9007	Physical:	280 East Main Street
	Bartow, Florida 33831		Bartow, Florida 33830

Section 2. The number of officers of the corporation shall be as provided in the Bylaws of the Corporation.

Section 3. Officers shall be elected and hold office as provided in the Bylaws.

ARTICLE VII

Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §607.0205 and 607.0206 of the Act, following the filing of these Amended and Restated Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Notwithstanding any provisions to the contrary no Bylaws shall be adopted by the Corporation which in anyway limit or repeal these Articles of Incorporation.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VIII **Amendments**

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE IX **Registered Office and Agent**

Section 1. The street address of the initial registered office of the Corporation shall be 105 South Florida Avenue, Lakeland, Florida 33801.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be John L. Mann, 105 South Florida Avenue, Lakeland, Florida 33801.

ARTICLE X **Shareholders**

The shareholders of the Corporation on the date of adoption of these Amended and Restated Articles of Incorporation, but before the issuance of the shares authorized by these Amended and Restated Articles of Incorporation, are:
John J. Jerue

Mailing: Post Office Box 9007
Bartow, Florida 33831

Physical: 280 East Main Street
Bartow, Florida 33830

J. Jeffrey Jerue

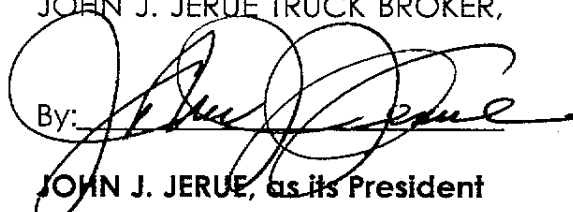
Mailing: Post Office Box 9007
Bartow, Florida 33831

Physical: 280 East Main Street
Bartow, Florida 33830

IN WITNESS WHEREOF, for the purpose of amending and restating the Articles of Incorporation of JOHN J. JERUE TRUCK BROKER, INC. under the laws of the State of Florida, the undersigned executed these Amended and Restated Articles of Incorporation on this 19th day of December 2002.

INC

JOHN J. JERUE TRUCK BROKER,

By: 

JOHN J. JERUE, as its President

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 19th day of December 2002, by **John J. Jerue**, who is personally known to me or who has produced _____ as identification and who did/did not take an oath on behalf of the Corporation.


Notary Public

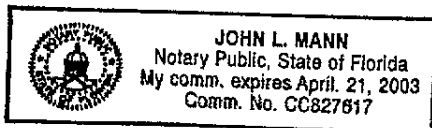
John L Mann

(Print or Type Notary Name)

Commission (Serial) Number: _____

(SEAL)

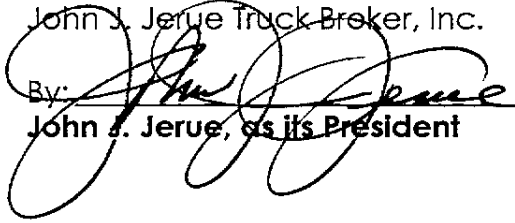
My Commission Expires;



CERTIFICATE PURSUANT TO 607.1007(4)

The Undersigned hereby certifies that the foregoing Amended and Restated Articles of Incorporation of JOHN J. JERUE TRUCK BROKER, INC. contains one or more amendments which require the approval of the Shareholders of the Corporation. These Amended and Restated Articles of Incorporation were adopted on December 19, 2002, by the shareholders without a meeting pursuant to Section 607.0704. A vote of the holders of the common shares of the corporation was required for adoption and the holders of 2000 shares representing all of the outstanding shares of the Corporation voted in favor the adoption of the amendments contained herein and these Amended and Restated Articles of Incorporation (none voted against) which was sufficient for the approval.

John J. Jerue Truck Broker, Inc.

By: 

John J. Jerue, as its President

ACCEPTANCE

I hereby accept to act as initial Registered Agent for John J. Jerue Truck Broker, Inc., as stated in these Articles of Incorporation.



John L. Mann