

RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

FILED
01 MAY 18 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned Richard A Allchin, do hereby certify
(Name)

that this Resolution of the Board of Directors of M&A Trucking, Inc

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on May 18, 192001.

Be it resolved, that M&A Trucking, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Leisure Auto Transport, Inc. for use in Florida.

Dated: 5/18/01

Richard A Allchin
Signature of either Chairman, Vice Chairman or any officer

Richard A Allchin
Type or print name

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. M&A TRUCKING INCORPORATED

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. ~~NEW JERSEY~~ Delaware 3. 760187048
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 6 1990 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON Qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. M&A Trucking, Inc. 4024 Old Cottondale Rd. Marianna, FL. 32448
(Principal office address)

Same as above
(Current mailing address)

8. Trucking
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: Richard A Allchin

Office Address: 4024 Old Cottondale Rd
MARIANNA, FL, Florida 32301 32448
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard a allchin
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Richard A. Allchin
Address: 4024 Old Cottondale Rd, Marianna, FL, 32448

Vice Chairman: Pearl E. Allchin
Address: 4024 Old Cottondale Rd, Marianna, FL, 32448

Director: _____
Address: _____

Director: _____
Address: _____

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B. OFFICERS

President: See attached officers/directors rider Richard A. Allchin
Address: 4024 Old Cottondale Rd, Marianna, FL, 32448

Vice President: Pearl E Allchin
Address: 4024 Old Cottondale Rd, Marianna, FL, 32448

Secretary: Pearl E. Allchin
Address: Same As Above - ~~See~~

Treasurer: Richard A. Allchin
Address: Same Above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Richard A. Allchin
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Richard A. Allchin
(Typed or printed name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "M&A TRUCKING INCORPORATED" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SECOND DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "M&A TRUCKING INCORPORATED" WAS INCORPORATED ON THE SIXTH DAY OF JULY, A.D. 1990.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

2235322 8300

AUTHENTICATION: 1146123

010243572

DATE: 05-22-01