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DANIEL F. PILKA
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MELINDA McLANE

PLEASE REPLY TO: BRANDON ADDRESS
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SCOTT F. BARNETT
ROBERT FRASER
TALLAHASSEE, FLORIDA
OF COUNSEL

*ALSO MEMBER OF PENNSYLVANIA BAR

January 29, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Suncoast Truck & Equipment Sales, LLC
Our File: 23-3008

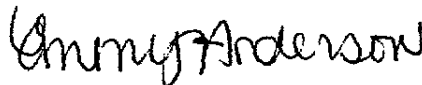
Dear Sir/Madam:

Enclosed please find the original Amended and Restated Articles of Organization for the above referenced corporation, along with a copy of the same and this firm's check in the amount of \$25.00 for costs in filing the enclosed.

Upon completion of your filing of the Amended and Restated Articles of Organization, kindly return a timed stamped copy of the filed Articles. If you should have any questions please contact our office. The toll free number is 800-260-1529.

Thank you for your assistance regarding this matter.

Very truly yours,



Emmy Anderson
Legal Assistant to
Mark E. Hager

/ca
Enclosures
c: client

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION OF
SUNCOAST TRUCK & EQUIPMENT SALES, LLC

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The undersigned files these Amended and Restated Articles of Organization pursuant to §608.411, Florida Statutes, and hereby certifies that the undersigned have associated themselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declare that the following Amended and Restated Articles of Organization shall serve as the Charter and authority for the conduct of business of the limited liability company hereby amending and restating, replacing and superseding the original Articles of Organization as originally filed on January 28, 2002 as follows:

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The original name of the limited liability company remains the same and shall continue to be known as SUNCOAST TRUCK & EQUIPMENT SALES, LLC, and its principal office remains the same and shall be located at 7400 E. Hillsborough Ave., Tampa, Florida, 33610, the original Articles of Organization having been filed and the company being duly organized on January 28 2002, with the Office of the Department of State under document number L02000002032. The company additionally have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the company deems appropriate that the specific purpose of the membership shall be to engage in the commercial enterprise of the purchase and sale of transportation equipment and related business and the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and

carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

The Company deems appropriate that all limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be reserved to the members, whose names and addresses are as follows: Stephen A. Brown, 10224 Evergreene Hill Drive, Tampa, Florida 33647 and Rodolfo Rubio, 3207 Bodine Drive, Pearland, Texas, 77584.

ARTICLE V
MEMBERSHIP RESTRICTIONS

The company deems appropriate that members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

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03 JAN 31 AM 10:11
TALLAHASSEE, FLORIDA

A member's interest in the limited liability company may not be sold, transferred, encumbered or otherwise hypothecated, except with unanimous written consent of the members.

On the death, retirement, resignation, incapacity, expulsion, bankruptcy, voluntary withdrawal or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining member shall have the right to continue the business. The death, resignation, incapacity, expulsion, bankruptcy voluntary withdrawal or dissolution of a member shall immediately terminate all right, title and interest that member has in the membership. That deceased, retired, resigned, incapacitated, expelled, bankrupt, voluntarily withdrawn or dissolved member's share of the membership shall be reimbursed by a cash payment representing (1) the total of that member's capital contribution to the membership; (2) that member's share of the net profits or losses for the current fiscal year to the date of death, retirement, resignation, incapacity, expulsion, bankruptcy filing, voluntary withdrawal or dissolution of membership; (3) that member's share of the current business at the date of death, retirement, resignation, incapacity, expulsion, bankruptcy filing, voluntary withdrawal or dissolution of membership; and (4) deducting therefrom any draw that the member had taken during the current fiscal year and any indebtedness of the member to the membership.

Either death, retirement, resignation, incapacity, expulsion, bankruptcy filing, voluntary withdrawal or dissolution of membership shall be preceded by a valuation of the membership business, including real and personal property, receivables, and inventory, and deducting therefrom the total of the unrepaid capital contributions and other outstanding business obligations. The appraisal shall be conducted by an independent appraiser, selected by the members or the members' surviving spouse or personal representative or duly appointed legal representative. If the appraisal is not acceptable, the matter shall be submitted to binding arbitration.

ARTICLE VI
CAPITAL CONTRIBUTIONS

The Members have contributed cash and property to their member ship capital account as follows: Stephen A. Brown: work, labor, expertise and services. Rodolfo Rubio: \$250,000.00 cash. The value of property other than cash contributed by the members in the form of work, labor and services to the formation and operation of the business will be negotiated and agreed to by the members prior to March 31, 2003. Each member may voluntarily contribute additional cash or property to their capital account

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The company deems appropriate that the members shall be entitled to the net

profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows: Fifty (50%) per cent unto Stephen A. Brown, and Fifty (50%) per cent Rodolfo Rubio.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in equal shares.

ARTICLE VIII DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the limited liability company is 7400 E. Hillsborough Avenue, Tampa, FL 33610, and the name of the company's registered agent at that address is Stephen A. Brown.

The undersigned, being the original member and current members of the limited liability company, certify that this instrument constitutes the proposed First Amended Articles of Organization of SUNCOAST TRUCK & EQUIPMENT, LLC.

Executed by the undersigned at Tampa, Florida, on January 24, 2003.


STEPHEN A. BROWN


RODOLFO RUBIO

The foregoing instrument was sworn to and subscribed to before me this 24 day of Jan, 2003, by STEPHEN A. BROWN, member, on behalf of Suncoast Truck & Equipment Sales, LLC, a limited liability company. He is personally known to me or has produced a Florida Driver's License as identification, and who did take an oath.



Mark E Heger
My Commission DD001236
Expires May 16, 2006


NOTARY PUBLIC

The foregoing instrument was sworn to and subscribed to before me this 24 day of Jan, 2003, by RODOLFO RUBIO, member, on behalf of Suncoast Truck & Equipment Sales, LLC, a limited liability company. He is personally known to me or has produced a Florida Driver's License as identification, and who did take an oath.



Mark E Heger
My Commission DD001236
Expires May 16, 2006


NOTARY PUBLIC