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BALDWIN & MORRISON, P.A.

FILED

ATTORNEYS & COUNSELLORS AT LAW

7100 SOUTH U. S. HIGHWAY 17-92

FERN PARK, FLORIDA 32730-2092

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE

FAX

(407) 834-4845

JOHN A. BALDWIN  
WILLIAM H. MORRISON  
CHRISTOPHER H. MORRISON

July 11, 2000

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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07/14/00-01050-015  
\*\*\*\*18.75 \*\*\*\*18.75

Re: Incorporation of FleetBoss Central, Inc.

Ladies/Gentlemen:

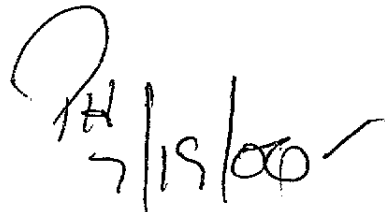
Enclosed for filing please find Articles of Incorporation of FleetBoss Central, Inc. and Acceptance of Registered Agent, together with our firm check in the amount of \$78.75 for your fee and an envelope for your convenience in forwarding the recorded Articles.

Thank you for your attention to this request.

Sincerely,

  
William H. Morrison

WHM/lk  
Enclosures



ARTICLES OF INCORPORATION

OF

FleetBoss Central, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, desiring to form a corporation under and by virtue of the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, states as follows:

ARTICLE I

Name of the Corporation

The name of the corporation shall be FleetBoss Central, Inc..

ARTICLE II

Purpose of the Corporation

The objects and purposes of the corporation and the general nature of the business or businesses to be transferred shall be:

1. To engage in any lawful businesses permitted or allowed under the Florida General Corporation Act.

2. To make and enter into all contracts necessary and proper for the conduct of its business or businesses.

3. To borrow money of any person, firm or corporation; to issue bonds, debentures or obligations of this corporation from time to time for any of the objects or purposes of the corporation; and to secure same by mortgage, pledge or by any other lawful means.

4. To have offices, conduct its business and promote its objects within or without the State of Florida, in other states, the District of Columbia, the territories and possessions of the United States, and in foreign countries without restriction as to place or amount.

5. To do any and all things necessary, suitable and proper for the accomplishment of any of its objects or for the exercise of any of the powers set forth above, whether herein specified or not, either alone or in connection with other firms, individuals or corporations, whether in the State of Florida, or throughout the United States, or elsewhere, and to do any other act or acts, thing or things incidental or pertinent to or connected with the businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

6. In general, this corporation shall have and exercise all the powers conferred by the laws of the State of Florida upon corporations for profit. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner such general powers.

### ARTICLE III

#### Term of Existence

The corporation shall have perpetual existence.

### ARTICLE IV

#### Initial Office and Registered Agent

The street address of the corporation's principal office and its mailing address is 241 O'Brien Road, Fern Park, Florida 32730. The name of the initial registered agent of this corporation and his address is WILLIAM H. MORRISON, ESQUIRE, 7100 South Highway 17-92, Fern Park, Florida 32730.

### ARTICLE V

#### Amount and Value of Stock

The capital stock of the corporation shall consist of Seven Thousand (7,000) shares of common stock with a par value of \$1.00 per share.

### ARTICLE VI

#### Directors of the Corporation

The business of the corporation shall be conducted by a board of at least one director. The name and post office address of the initial director of the corporation is LAWRENCE W. CARROLL, JR.

The director named above shall hold office for the first year of the existence of the corporation or until his or her successors are elected and have qualified.

### ARTICLE VII

#### Initial Capital

The amount of capital with which the corporation shall begin business is Five Hundred (\$500.00) Dollars.

## ARTICLE VIII

### Officers of the Corporation

The officers of the corporation shall consist of the President, one or more Vice Presidents, a Secretary and a Treasurer. The number of Vice Presidents may be fixed and determined by the Board of Directors from time to time. Until the first meeting of the Board of Directors, or until their successors are elected and have qualified, the following shall be the officers of the corporation:

President:	LAWRENCE W. CARROLL, JR.
Vice President:	---
Secretary:	LAWRENCE W. CARROLL, JR.
Treasurer:	LAWRENCE W. CARROLL, JR.

## ARTICLE IX

### Indemnification of Officers and Directors.

a) The corporation shall indemnify any director or officer of the corporation who is made a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation or as a director, officer, employee or agent of another corporation, association, partnership, joint venture, trust or other enterprise:

1. Against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with an action, suit or proceeding (other than one by or in the right of the corporation) if he acted in good faith, and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; and

2. Against expenses (including reasonable attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of an action or suit by or in the right of the corporation, if he acted in good faith.

b) The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

c) No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation.

d) Any indemnification under section (a) (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in section (a). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such quorum is not obtainable, or even if obtainable and a quorum of disinterested directors so directs, by a majority of members of the corporation representing a majority of the total votes of the membership.

e) Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the corporation from time to time as incurred, rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt by the corporation of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he is not entitled to be indemnified by the corporation.

f) The indemnification provided by this resolution shall not be deemed exclusive of any other rights to which the corporation's directors, officers, employees or agents may be entitled under the corporation's By-Laws, agreement, vote of members or disinterested directors or otherwise, both as to actions in their official capacities and as to actions in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

g) Notwithstanding the foregoing provisions, indemnification provided under this resolution shall not include indemnification for any action of a director, officer or employee of the corporation for which indemnification is deemed to be against public policy. In the event that indemnification provided under this resolution is deemed to be against public policy, such an event shall not invalidate or affect any other right of indemnification herein provided.

h) The corporation shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer or employee of the corporation in any of his capacities as

described in paragraph (a), whether or not the corporation would have the power to indemnify him or her under this Article.

i) Any person requesting indemnification shall first look to any insurance maintained by the corporation for indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The corporation shall be obligated to indemnify such person (if entitled to indemnification by the corporation) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such corporation, the corporation shall have no obligation to reimburse the insurance company.

#### ARTICLE X

##### Transactions in Which Directors or Officers are Interested.

a) No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for such reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because said officer's or director's vote is counted for such purpose. No director or officer of that corporation shall incur liability by reason of the fact that said director or officer may be interested in any such contract or transaction.

b) Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE XI

##### Name and Address of Incorporator

The name and address of the incorporator is LAWRENCE W. CARROLL, JR., 241 O'Brien Road, Fern Park, Florida 32730.

## ARTICLE XII

### Preemptive Rights of Shareholders

Every shareholder of the corporation, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE XIII

### Annual Meetings of the Corporation

1. The annual meeting of the shareholders shall be held on the first Monday of January of each year, or at such other time as may be fixed by the By Laws, at which time the Board of Directors shall be elected and such other business as may properly come before the meeting may be considered and transacted.

2. The officers of the corporation shall be elected annually by the Board of Directors at a meeting of the Board to be held annually following the annual shareholders' meeting.

3. The time, place and manner of calling meetings of the shareholders or directors shall be fixed by the By Laws of the corporation. The Board of Directors may provide for the election of and prescribe the duties of such other officers and agents as the Board may deem advisable and proper, and may take such action not inconsistent with the Articles of Incorporation, and the By Laws of the corporation and the laws of the State of Florida, as such Board may deem advisable for the conduct and operation of the business of the corporation.

4. The Board of Directors shall appoint a resident agent as required by the State of Florida.

## ARTICLE XIV

### Commencement

In accordance with *Section 607.167, Florida Statutes*, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

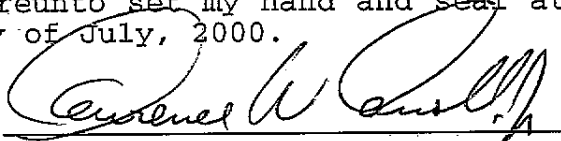
ARTICLE XV

Miscellaneous

The highest amount of liability to which this corporation can, at any time, subject itself, shall be unlimited.

A special meeting of the incorporator and his or her assigns shall be held, upon the call of the President, for the purpose of completing the organization of the corporation and adoption of the By Laws and the transaction of such other business as may be desired.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Fern Park, Florida, this 12<sup>th</sup> day of July, 2000.

  
LAWRENCE W. CARROLL, JR.

STATE OF FLORIDA

COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, personally appeared LAWRENCE W. CARROLL, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and seal at Fern Park, Florida, this 12<sup>th</sup> day of July, 2000.

  
Notary Public Signature

Printed Name:

My Commission Expires:



LAURIE NEWMAN  
My Commission CC560348  
Expires Jul. 20, 2000



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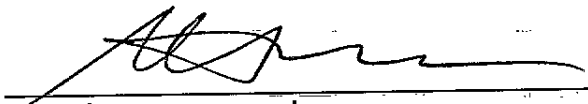
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ACCEPTANCE OF REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept service in the process for FleetBoss Central, Inc., as designated in these Articles of Incorporation, I hereby accept and agree to act in this capacity and to comply with the provisions of said Act relative to keeping said office open.

DATED: July 12, 2000

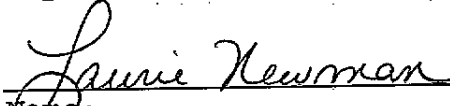
  
William H. Morrison

STATE OF FLORIDA

COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared WILLIAM H. MORRISON, to me personally known or who produced \_\_\_\_\_ as identification and who executed the foregoing instrument and who did (did not) take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state aforesaid this 12<sup>th</sup> day of July, 2000.

  
Name:  
Notary Public  
My Commission Expires



LAURIE NEWMAN  
My Commission CC560348  
Expires Jul. 20, 2000