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ALLAN L. CASEY
DANIEL P. ROONEY

July 25, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

700003336827--8
-07/26/00-01073-004
****122.50 *****78.75

Re: Rooney Truck Center, Inc., Articles of Incorporation.

Gentlemen:

Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent, to be filed with your office, together with my check payable to your order in the amount of \$122.50 to be allocated as follows:

Filing Fee	\$35.00
Certificate Designating	
Resident Agent	35.00
Certified Copy of Articles	
of Incorporation	52.50
	<u>\$122.50</u>

Please forward certified copy to this office. Thanking you in advance for your assistance, I am,

With Kindest Regards,

Daniel P. Rooney
Daniel P. Rooney

FILED
00 JUL 26 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk
7/28

**ARTICLES OF INCORPORATION
OF
ROONEY TRUCK CENTER, INC.**

The undersigned acting as incorporator of this corporation pursuant to Chapter 607 of the Florida Statutes hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be ROONEY TRUCK CENTER, INC.

ARTICLE II - TERM OF EXISTENCE

This corporation shall exist perpetually commencing such existence upon the filing of these Articles.

ARTICLE III - GENERAL PURPOSE

The general purpose of which this corporation is organized shall be:

(1) To manufacture, construct, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class and description.

(2) It is intended that this corporation is organized for and may conduct and transact any or all lawful business authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE V - CAPITAL STOCK

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TALLAHASSEE, FLORIDA

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The principal office of the corporation shall be at 79 U.S. Highway 27 South, Lake Hamilton, FL 33851 (Mailing: P.O. Box 1480, Winter Haven, 33882-1480). The initial street address of the registered office of this corporation in the State of Florida will be 79 U.S. Highway 27 South, Lake Hamilton, FL 33851. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this corporation at that address is Edward J. Rooney. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be two (2).

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders, but shall never be less than one.

C. The name and street address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified are:

<u>Name</u>	<u>Street Address</u>
Edward J. Rooney	3112 Post Oak Court, S.E. Winter Haven, FL 33884
B. Elise Rooney	3112 Post Oak Court, S.E. Winter Haven, FL 33884

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

Name

Street Address

Edward J. Rooney

3112 Post Oak Court, S.E.
Winter Haven, FL 33884

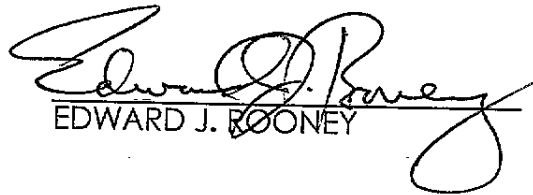
ARTICLE VII - AMENDMENT TO ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any registered agent, officer, director or incorporator, or any former registered agent, officer or director, to the full extent permitted by law.

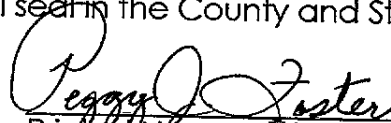
IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Lake Hamilton, Florida, this 25TH day of July, 2000


EDWARD J. ROONEY

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared EDWARD J. ROONEY, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he/she acknowledged that he/she subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State last aforesaid this 25TH day of July, 2000.


Printed Name: PEGGY J. FOSTER
Notary Public - State of Florida
Commission No.: CC857402
My commission expires: 7/22/2003



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 607 and Section 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

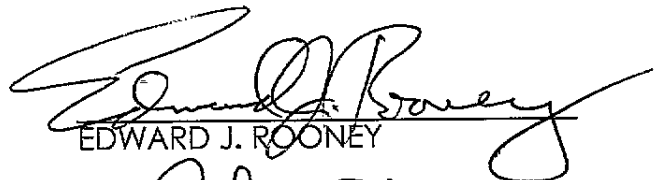
FIRST — That ROONEY TRUCK CENTER, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Lake Hamilton, State of Florida, has named EDWARD J. ROONEY as its registered agent to accept service of Process within this State.

SECOND — That ROONEY TRUCK CENTER, INC.'s registered agent shall maintain his office for service of process within this state at the following street address:

79 U.S. Highway 27 South
Lake Hamilton, FL 33851
(Mailing: P.O. Box 7146,
Winter Haven, Florida 33883-7146)

in the County of Polk, State of Florida.

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I acknowledge that I am familiar with and accept the obligations provided by Florida Statute Section 607.0501 (1999) and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


EDWARD J. ROONEY
Date: July 25, 2000,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA