

TRANSMITTAL LETTER

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

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*****78.75 *****78.75

SUBJECT: SUPERIOR TRUCK RENTAL AND LEASING, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Karen E. Gotkin, Paralegal
Name (Printed or typed)

Schnader Harrison Goldstein & Manello

Address

265 Franklin Street

Boston, MA 02110

City, State & Zip

(617) 946-8158

Daytime Telephone number

FILED
00 NOV 13 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

Feb
11/15

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00 NOV 13 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUPERIOR TRUCK RENTAL AND LEASING, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: Superior Truck Rental and Leasing, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is: 1600 S.E. 17th Street Causeway, Suite 306, Fort Lauderdale, Florida 33316.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

- To acquire, purchase, own, lease, rent, manage, operate, finance, encumber, mortgage, sell and deal with tangible personal property of all types and descriptions.
- To be a partner in any enterprise permitted by law.
- To have and exercise all powers allowed to business corporations under the laws of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The number of shares the corporation is authorized to issue is: 200,000 shares of common stock, no par value per share.

ARTICLE V - INITIAL DIRECTORS

The names of addresses of the persons who are to serve as initial directors are:

Mark A. Paul
23 Castle Harbor Isle
Ft. Lauderdale, FL 33316

John J. Flynn
2541 Del Lago Drive
Ft. Lauderdale, FL 33316

ARTICLE VI - REGISTERED AGENT

The street address of the initial registered office of the corporation is: 1600 S.E. 17th Street Causeway, Suite 306, Fort Lauderdale, Florida 33316, and the name of its initial registered agent at such address is Mark A. Paul.

ARTICLE VII - INCORPORATOR

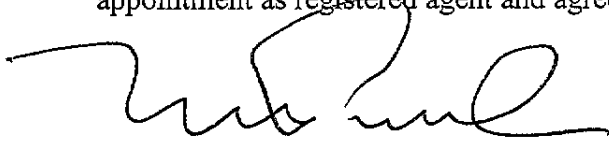
The name and address of the sole incorporator is:

Frederick R.H. Witherby, Jr.
2210 N.W. 48th Street
Lighthouse Point, FL 33064

ARTICLE VIII - OTHER PROVISIONS

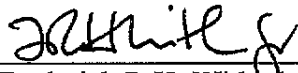
Any other provisions permitted by law: See attached Exhibit A.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Mark A. Paul
Registered Agent

Date: November 6, 2000



Frederick R.H. Witherby, Jr.
Incorporator

Exhibit A
to
Articles of Incorporation
of
Superior Truck Rental and Leasing, Inc.

ARTICLE VIII – OTHER PROVISIONS

- Stockholder Action at Meetings. When a quorum of the stockholders shall be present at any meeting, the vote or concurrence of a majority in interest of all stock issued, outstanding and entitled to vote at the meeting with respect to a particular matter or contemplated action shall be required to decide any such matter or take any such action, except to the extent that a greater proportion may be required by law, or by these Articles of Incorporation of the corporation, or by the By-Laws of the corporation.
- Stockholder Action without a Meeting. Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders entitled to vote on the matter consent to the action in writing and such written consents are filed with the records of the meetings of stockholders. Such consents shall be treated for all purposes as a vote at a meeting.
- Director Vacancies. If the office of any director becomes vacant for any reason, the stockholders or the board of directors may elect a successor or successors, except that only the stockholders may fill a vacancy resulting from enlargement of the board of directors. Each such successor elected by the stockholders or by the board of directors, as the case may be, shall hold office for the unexpired term of his or her predecessor, subject to the provisions of ARTICLE V of the By-Laws of the corporation.
- Amendment of By-Laws. The stockholders may make, alter, amend or repeal any provision or provisions of the By-Laws of the corporation, in whole or in part. The board of directors may also make, alter, amend or repeal any provision or provisions of the By-Laws of the corporation, in whole or in part, except that the board of directors may not take any action that amends or repeals any provision of the By-Laws (1) with respect to removal of directors or election of committees by the board of directors and delegation of powers to any committee, or (2) where the power to amend or repeal such provision is reserved exclusively to the stockholders under these Articles of Incorporation or applicable law.