

Law Offices

HOLLAND & KNIGHT LLP

1001 Third Avenue West, Suite 600
P.O. Box 1866 (ZIP 34206)
Bradenton, Florida 34205

941-748-7076
FAX 941-747-9774
www.hklaw.com

Annapolis	New York
Atlanta	Northern Virginia
Bethesda	Orlando
Boston	Providence
Bradenton	St. Petersburg
Chicago	San Antonio
Fort Lauderdale	San Francisco
Jacksonville	Seattle
Lakeland	Tallahassee
Los Angeles	Tampa
Melbourne	Washington, D.C.
Miami	West Palm Beach
International Offices:	
Caracas*	São Paulo
Mexico City	Tel Aviv*
Rio de Janeiro	Tokyo

HUGH E. MCGUIRE, JR.
941-745-8140

Internet Address:
hmcguire@hklaw.com

December 3, 2001

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

500004717855--8
-12/11/01--01012--004
*****70.00 *****70.00

Re: G & S Fleet Service, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate Designating Registered Agent for the above corporation, together with a check in the amount of \$70.00 for the filing fees. Please furnish us with a file stamped copy of the Articles of Incorporation upon filing same.

Thank you in advance for your prompt attention and cooperation to this matter. If you should have any questions, please feel free to contact my office.

Sincerely yours,

HOLLAND & KNIGHT LLP

Hugh E. McGuire, Jr.

HEM/kjd
Enclosure

BRD1 #27386 v1

FILED
01 DEC 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH DEC 11 2001

**ARTICLES OF INCORPORATION
OF**

G & S FLEET SERVICE, INC.

FILED
01 DEC 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person, competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be **G & S FLEET SERVICE, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

5909 28th Avenue Drive East
Bradenton, Florida 34208

ARTICLE III

The general nature of the business to be transacted and carried on by this corporation is to manufacture, design, construct, and to develop, own, hold, use, buy, sell, lease, hire and deal in and with articles and properties of all kinds, and to render services of all kinds; including real estate, and to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The number of shares the corporation is authorized to issue is 1 000 shares.

ARTICLE V

The street address of the initial registered office of this corporation shall be 1001 3rd Avenue West, Suite 600, Bradenton, Florida 34205, and the initial registered agent at such address will be **HOLLAND & KNIGHT, LLP**.

ARTICLE VI

The name and street address of the incorporator to these Articles of Incorporation is **GARY PARKS**, 5908 28th Avenue Drive East, Palmetto, Florida 34221.

ARTICLE VII

The executive officers of this corporation shall be a President, Vice President, Secretary and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the By-Laws or determined by resolution of the Board of Directors not inconsistent with the By-Laws.

ARTICLE VIII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

ARTICLE IX

Each shareholder of the corporation shall be entitled to full pre-emptive rights to acquire his or her proportional part of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares, which may be issued at any time by the corporation. But, in no case shall these preemptive rights exist for a period in excess of 30 days from their first being offered to the shareholders.

IN WITNESS WHEREOF, I, the undersigned incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of the State of Florida, for the purposes therein set forth.



GARY PARKS

ACKNOWLEDGMENT OF REGISTERED AGENT

I AM FAMILIAR WITH THE DUTIES AND OBLIGATIONS OF THE POSITION AS REGISTERED AGENT AND HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT.

HOLLAND & KNIGHT LLP

By: 

FILED
01 DEC 10 PM 1:50
TALLAHASSEE, FLORIDA
SECRETARY OF STATE