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02 APR -8 AM 9:16

SECRETARY OF STATE
CORPORATION DIVISION
THE CAPITOL
TALLAHASSEE, FL 32301

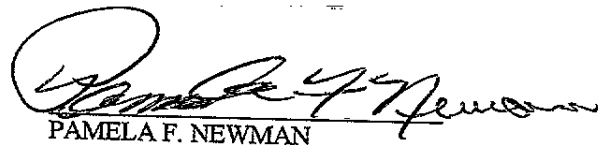
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: ARTICLES OF INCORPORATION

ENCLOSED PLEASE FIND THE ORIGINAL COPY OF THE CERTIFICATE OF INCORPORATION
FOR THE ABOVE CORPORATION. ALSO ENCLOSED IS A CHECK IN THE AMOUNT OF \$122.50.

FROM: PAMELA F. NEWMAN
553 ROPER PARKWAY
OCOE, FL 34761

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-04/08/02--01083--010
****122.50 ****78.75


PAMELA F. NEWMAN
PRESIDENT

FILED

ARTICLES OF INCORPORATION

02 APR -8 AM 9:16

- PROFIT CORPORATION -

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, DESIRING TO FORM A CORPORATION, FOR PROFIT, DOES HEREBY
STATE THE FOLLOWING:

FIRST: THE NAME OF THE CORPORATION SHALL BE:

P & E AUTO TRANSPORT, INC.

SECOND: THE PLACE IN THE STATE OF FLORIDA WHERE ITS PRINCIPAL OFFICE IS TO
BE LOCATED IS:

553 ROPER PARKWAY
OCOE, FL 34761

THIRD: THE PURPOSE FOR WHICH THIS CORPORATION IS FORMED IS TO ENGAGE IN
ANY LAWFUL ACT OR ACTIVITY. THE CORPORATION INITIALLY INTENDS
TO ENGAGE IN THE BUSINESS OF:

AUTO TRANSPORTING

FOURTH: THE CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE ONE CLASS OF
STOCK. THE CLASSIFICATION AND PAR VALUE OF EACH SHARE SHALL BE:

\$1 PAR VALUE OF COMMON STOCK

THE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO
HAVE OUTSTANDING IS:

1000 SHARES

FIFTH: THE NAME AND POST OFFICE ADDRESS OF EACH INCORPORATOR (S)
SIGNING THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PAMELA F. NEWMAN
553 ROPER PARKWAY
OCOE, FL 34761

SIXTH: THE NAME AND POST OFFICE ADDRESS OF THE INITIAL REGISTERED AGENT
FOR THE CORPORATION IS:

PAMELA F. NEWMAN
553 ROPER PARKWAY
OCOE, FL 34761

SEVENTH: THE GOVERNING BOARD OF THIS CORPORATION SHALL BE KNOWN AS ITS DIRECTORS. THE DIRECTORS NEED NOT BE STOCKHOLDERS OF THE CORPORATION UNLESS SO REQUIRED BY THE BYLAWS. THE BOARD OF DIRECTORS SHALL BE ELECTED BY THE STOCKHOLDERS AT THEIR ANNUAL MEETING, OR SUCH OTHER TIME AS THE BYLAWS MAY PROVIDE, AND SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE RESPECTIVELY ELECTED AND QUALIFIED. THE BYLAWS SHALL SPECIFY THE NUMBER OF DIRECTORS NECESSARY TO CONSTITUTE A QUORUM. THE BOARD OF DIRECTORS MAY, BY RESOLUTION (S) PASSED BY A MAJORITY OF THE WHOLE BOARD, DESIGNATE ONE OR MORE COMMITTEES WHICH TO THE EXTENT PROVIDED IN SAID RESOLUTION (S) OR IN THE BYLAWS SHALL HAVE AND MAY EXERCISE ALL POWERS OF THE BOARD OF DIRECTORS ON THE MANAGEMENT OF THE ACTIVITIES AND AFFAIRS OF THE CORPORATION AND MAY HAVE POWER TO AUTHORIZE THE SEAL OF THE CORPORATION TO BE FIXED TO ALL PAPERS WHICH MAY REQUIRE IT; AND SUCH COMMITTEE (S) SHALL HAVE SUCH NAME (S) AS MAY BE STATED BY THE BYLAWS OF THE CORPORATION OR AS MAY BE DETERMINED FROM TIME TO TIME BY RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS MAY ELECT SUCH OFFICERS AS THE BYLAWS MAY SPECIFY, WHO SHALL, SUBJECT TO THE PROVISIONS OF THE STATUTES, HAVE SUCH TITLES AND EXERCISE SUCH DUTIES AS THE BYLAWS MAY PROVIDE. THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED TO MAKE, ALTER, OR REPEAL THE BYLAWS OF THIS CORPORATION OR ANY ARTICLE THEREIN.

THE NUMBER OF DIRECTORS MAY FROM TIME TO TIME BE INCREASED OR DECREASED IN SUCH A MANNER AS SHALL BE PROVIDED BY THE BYLAWS OF THIS CORPORATION, PROVIDING THAT THE NUMBER OF DIRECTORS CONFORM TO THE STATUTES OF THE CORPORATION LAW OF THIS STATE.

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE IN NUMBER. THE NAME (S) AND POST OFFICE ADDRESS OF EACH PERSON (S) WHO ARE TO SERVE AS DIRECTOR (S) UNTIL THE FIRST ANNUAL MEETING OF THE STOCKHOLDERS, OR UNTIL THEIR SUCCESSOR (S) ARE ELECTED AND QUALIFIED ARE:

PAMELA F. NEWMAN
553 ROPER PARKWAY
OCOE, FL 34761

EIGHTH: THE PRIVATE PROPERTY OF SHAREHOLDERS, DIRECTORS, OFFICER, EMPLOYEES, AND/OR AGENTS OF THE CORPORATION SHALL BE FOREVER EXEMPT FROM ALL CORPORATE DEBTS OF ANY KIND WHATSOEVER.

NINTH: THE FISCAL YEAR OF THE CORPORATION SHALL BE FROM JANUARY 1 TO **DECEMBER 31** EACH YEAR.

TENTH: IN WITNESS THEREOF, I/WE HAVE SET MY/OUR HAND (S) THIS
_____ DAY OF _____, 20____.

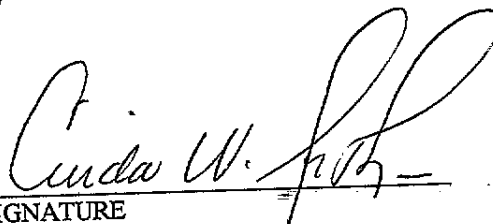
ON THIS DAY, BEFORE ME, THE UNDERSIGNED AUTHORITY, IN AND FOR AND RESIDING IN THE ABOVE COUNTY AND STATE, PERSONALLY APPEARED THE INCORPORATORS WHOSE SIGNATURES APPEAR ABOVE, ARE PERSONALLY KNOWN TO ME TO BE THE SAME PERSON (S) WHOSE NAME (S) IS/ARE SUBSCRIBED TO THE FOREGOING DOCUMENT, AND, BEING DULY SWORN, THEY VERIFIED THAT THE INFORMATION CONTAINED IN THE FOREGOING DOCUMENT IS TRUE AND CORRECT ON PERSONAL KNOWLEDGE AND ACKNOWLEDGED THAT SAID DOCUMENT WAS SIGNED AS A FREE AND VOLUNTARY ACT.

SUBSCRIBED AND SWORN TO THIS 3 DAY OF April, 2002.

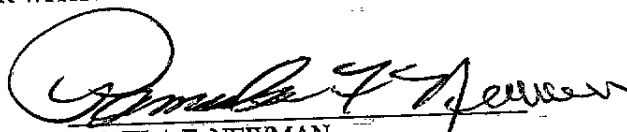
STAMP:

Cinda W. Arthur
MY COMMISSION # CC799729 EXPIRES
April 28, 2003
BONDED THRU TROY PAUL INSURANCE, INC.




SIGNATURE

I, PAMELA F. NEWMAN, HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT.


PAMELA F. NEWMAN
Registered Agent & Incorporator

FILED
02 APR -8 AM 9:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA