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PINELLAS TAX & ACCOUNTING SERVICE INC.

152 8th Avenue SW
Suite B-I
Largo, Florida 33770
(727) 581-5557
Fax 581-5305
PinTax@TampaBay.rr.com

January 27, 2003

FLORIDA DEPARTMENT OF STATE

Division of Corporations

New Filing Section

P O Box 6327

Tallahassee FL 32314-6327

Dear Division of Corporations:

Enclosed is an application for Mr. Terry C. Rooker and check number 50693 for \$87.50 made payable to the Department of State.

Please send me the completed Articles of Incorporation for FLEET MAINTENANCE SPECIALIST, INCORPORATED to my attention at the above address.

If you have any questions regarding this application, please call. Thank you for your anticipated cooperation.

Sincerely,

William K. Herkert III

President

cc: Mr. Terry C. Rooker

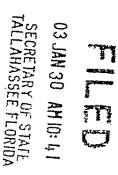
ARTICLES OF INCORPORATION

OF

FLEET MAINTENANCE SPECIALIST, INCORPORATED

ARTICLE I. NAME

The name of the corporation is Fleet Maintenance Specialist, Incorporated



ARTICLE II. COMMENCEMENT AND DURATION

The Corporation's existence shall commence on January 28, 2003. The Corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

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The Corporation is being formed for the purposes of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) shares.

The shares will be issued in accordance with Code section 1244 of the Internal Revenue Code.

Prepared by: Pinellas Tax & Accounting Service 152 8th Avenue SW Suite B-1 Largo, FL 33770 Tel. 727-581-5557

ARTICLE V. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

ARTICLE VI. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT AND MAILING ADDRESS OF THE CORPORATION

The address of the Corporation's initial registered office and Corporation's mailing address is:

704 North Florida Avenue

Tarpon Springs, Florida 34689

727-992-0017

The name of the individual who shall serve as the Corporation's initial registered agent at that address is:

Terry C. Rooker

ARTICLE VIII. INCORPORATOR

The name and address of the Corporation's incorporator is:

Terry C. Rooker
704 North Florida Avenue
Tarpon Springs, Florida 34689

ARTICLE IX. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE X. BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors.

ARTICLE XI. INFORMAL SHAREHOLDER ACTION

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in the Florida Business Corporation Act.

The undersigned has executed these Articles of Incorporation on this 27 day of 1003.

Terry C. Rooker

ACCEPTANCE

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated above, for Fleet Maintenance Specialist, Incorporated. I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Fleet Maintenance Specialist, Incorporated. I am familiar with and accept the obligations provided for under Florida law.

Terry C. Rooker Registered Agent

Dated 1-27-0.3

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TALLCAFTAFY OF STATE