

**P03000113650**Florida Department of State  
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03 OCT 14 PM 3:52**FLORIDA PROFIT CORPORATION OR P.A.**

Watkins Fleet Services, Inc.

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**ARTICLES OF INCORPORATION  
OF  
WATKINS FLEET SERVICES, INC.  
(the "Corporation")**

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation pursuant to the provisions of the of the Florida Business Corporation Act (the "Act").

**ARTICLE I: NAME**

The name and address of the initial principal office of the Corporation is:

Watkins Fleet Services, Inc.  
1144 West Griffin Road  
Lakeland, Florida 33805

**ARTICLE II: REGISTERED AGENT**

The initial registered office of this Corporation in the state of Florida shall be c/o CT Corporation Systems, 1200 South Pine Island Road, Plantation, Florida 33324. The initial registered agent at that address shall be CT Corporation Systems.

**ARTICLE III: PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act.

**ARTICLE IV: CAPITAL STOCK**

The authorized number of shares, which the Corporation shall have the authority to issue, is one thousand (1,000) shares of Common Stock, \$0.01 par value per share.

**ARTICLE V: DENY PREEMPTIVE RIGHTS**

No shareholder of the Corporation shall have any preemptive or other rights to subscribe for any additional shares of stock, or for other securities of any class, or for rights, warrants or options to purchase stock or for scrip, or for securities of any kind convertible into stock or carrying stock purchase warrants or privileges.

**ARTICLE VII: INDEMNIFICATION**

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct; (iii) for fraud or a knowing violation of law; (iv) under Section 607.0834 of the Act, or (v) for any transaction from which the director derived an improper personal benefit. If the Act is hereinafter amended to permit a

corporation to further eliminate or limit the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall be further eliminated or limited to the fullest extent permitted by the Act as so amended. Any amendment, repeal, or modification of this Article VII shall not adversely affect any right or protection of a director of the Corporation for any act or omission occurring prior to the date when such amendment, repeal or modification became effective.

#### ARTICLE VIII: AFFILIATED TRANSACTIONS

The Corporation hereby expressly elects not to be governed by Florida Statute Section 607.090<sup>2</sup>, as amended from time to time, concerning affiliated transactions.

#### ARTICLE IX: DURATION

The duration of the Corporation shall be perpetual.

#### ARTICLE XI: INCORPORATOR

The name and address of the incorporator is: Sean J. Coleman, 6400 Powers Ferry Road, NW, Suite 400, Atlanta, Georgia 30339.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13th day of October, 2003.



Sean J. Coleman, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of duties, and I am familiar with and accept the obligations of my position as registered agent

Dated this 14<sup>th</sup> day of October, 2003

CT Corporation

By: Connie Bryan  
Its: CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY