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**RAHDERT, STEELE, BRYAN, BOLE & REYNOLDS, P.A.**

ATTORNEYS AT LAW

THE ALEXANDER BUILDING

535 CENTRAL AVENUE

ST. PETERSBURG, FLORIDA 33701-3703

GEORGE K. RAHDERT  
ALISON M. STEELE  
PENELOPE T. BRYAN  
BRADLEY M. BOLE  
THOMAS E. REYNOLDS

TELEPHONE  
(727) 823-4191

FACSIMILE  
(727) 823-6189

OF COUNSEL:  
JOHN W. DAY

May 14, 2004

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

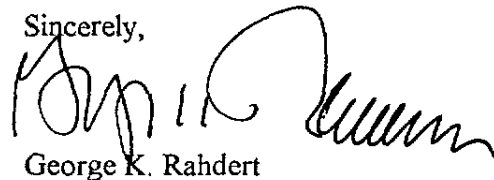
**Re: Southern Off Road, Inc.**

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation. Please provide us with file-stamped copy and proof of filing. Enclosed is a check in the amount of \$78.75 for the filing fee.

Thank you for your attention to this matter.

Sincerely,



George K. Rahdert

:mjf  
Encl.

**ARTICLES OF INCORPORATION**

**OF**

**SOUTHERN OFF ROAD, INC.**

FILED

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TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I - NAME**

The name of the Corporation shall be SOUTHERN OFF ROAD, INC.

**ARTICLE II - PURPOSE AND POWERS**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights, and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III - TERMS OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE IV - PRINCIPAL PLACE OF CORPORATION**

The principal office of the Corporation shall be 535 Central Avenue, St. Petersburg, Florida 33701.

**ARTICLE V - MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 535 Central Avenue, St. Petersburg, Florida 33701.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be 535 Central Avenue, St. Petersburg, Florida 33701.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be GEORGE K. RAHDERT.

**ARTICLE VII - CAPITAL STOCK**

The authorized capital stock of the Corporation shall be ONE THOUSAND (1,000) shares of common stock having a \$.50 par value.

**ARTICLE VIII - PREEMPTIVE RIGHTS GRANTED**

The Corporation elects to have preemptive rights with respect to any shares issued by the Corporation.

**ARTICLE IX - BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two (2) Directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
George K. Rahdert	535 Central Avenue St. Petersburg, FL 33701
Jacob Rahdert	535 Central Avenue St. Petersburg, FL 33701

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than two (2).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE X - BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that the Bylaws be altered, amended or repealed only by the shareholders.

**ARTICLE XI - INCORPORATOR**

The name and address of the Incorporator are:

<u>Name</u>	<u>Address</u>
George K. Rahdert	535 Central Avenue St. Petersburg, FL 33701

**ARTICLE XII - ELECTIONS REGARDING**

**CERTAIN PROVISIONS OF THE FLORIDA STATUTES**

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares

beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall **not** apply.

Section 2. Pursuant to the Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair market value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall **not** apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 12 day of May, 2004.

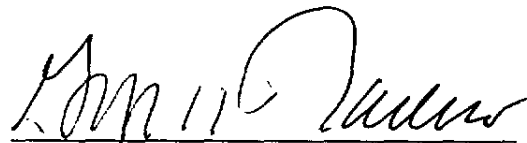
  
\_\_\_\_\_  
GEORGE K. RAHDERT - Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organizing under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: SOUTHERN OFF ROAD, INC.
  
2. The name and address of the registered agent and office is: GEORGE K. RAHDERT  
535 Central Avenue  
St. Petersburg, Florida 33701

SIGNATURE:



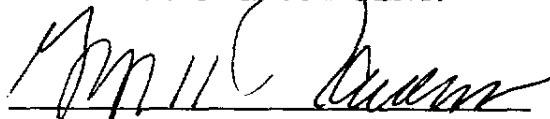
GEORGE K. RAHDERT- Incorporator

Date:

5/12/4

**HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

SIGNATURE:



GEORGE K. RAHDERT

Date:

5/12/4