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## GRAY ROBINSON

Suite 2200 201 N. Franklin Street (33602) Post Office Box 3324 Tampa, FL 33601

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January 4, 2005

Department of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

Re: Transportation Management Services of Hillsborough, Inc.

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of TRANSPORTATION MANAGEMENT SERVICES OF HILLSBOROUGH, INC. Also enclosed please find a check in the amount of \$87.50 for filing fee, certified copy and certificate of status. Upon completion please forward the document to our office at your earliest convenience.

Please do not hesitate to contact me if you have any questions or concerns regarding this matter.

Fiona Johnson

Legal Assistant

/fj

Enclosure

#### ARTICLES OF INCORPORATION

**OF** 

### TRANSPORTATION MANAGEMENT SERVICES OF HILLSBOROUGH, INC.

I, the undersigned subscriber to these Articles of Incorporation, am a natural person competent to contract for the purpose of forming a professional corporation under the laws of the State of Florida.

#### ARTICLE I

The name of this professional corporation is: Transportation Management Services of Hillsborough, Inc.

#### **ARTICLE II**

The general nature and purpose of this professional corporation shall be to engage in every aspect of managing transportation contracts. The services involved in this corporation's business activity can be rendered only through its officers, agents and employees. This professional corporation may also operate a general business and other related business, and to buy, hold, or otherwise acquire, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and to purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, wares, merchandise, real and personal property and services of every class, kind and description, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required, except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

#### ARTICLE III

The aggregate number of shares of stock that this corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock.

#### **ARTICLE IV**

The street address of the principal office of this corporation is 4875 Flamingo Road, Tampa, FL 33611, and the name of the initial registered agent of this corporation is David S. Hendrix and the street address is 201 North Franklin Street, Suite 2200, Tampa, Florida 33602.

#### ARTICLE V

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial directors of this corporation are:

Daryl Minard President 4875 Flamingo Road Tampa, FL 33611

Nicholas A. Cambas Vice President 16117A U.S. 19 North Clearwater, FL 33764

#### ARTICLE VI

The name and address of the person signing these Articles of Incorporation is

David S. Hendrix, Esquire 201 North Franklin Street Suite 2200 Tampa, FL 33602

#### **ARTICLE VII**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE VIII**

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

STATE OF FLORIDA COUNTY OF HILLSBOROUGH  The foregoing instrument was acknowledged before me this	f 106