

DEC 21 2007 4:36 PM on C S C NO. 03 of 1  
**P07000134269**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax and number (shown below) on the top and bottom of all pages of the document.

((H07000304796 3))



H070003047963ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

*Carina Dunlap 12951*

**DOMESTICATION**

**NATIONAL SEMI-TRAILER CORP.**

Certificate of Status	0
Certified Copy	1
Page Count	15
Estimated Charge	\$128.75

D WHITE DEC 23 2007

Electronic Filing Menu Corporate Filing Menu Help

FILED  
2007 DEC 21 A 9 40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

H07000304796 3

2007 DEC 21 A 9:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DOMESTICATION  
OF  
NATIONAL SEMI-TRAILER CORP.**

The undersigned, Chief Executive Officer of NATIONAL SEMI-TRAILER CORP., formerly a Michigan corporation (the "Corporation"), pursuant to Section 607.1801, *Florida Statutes*, hereby certifies the following as part of this Certificate of Domestication:

**Article 1 – Original Incorporation**

The Corporation was originally incorporated under the laws of the State of Michigan on July 9, 1975.

**Article 2 – Name**

The name of the Corporation immediately prior to the filing of this Certificate of Domestication is NATIONAL SEMI-TRAILER CORP., and the name of the Corporation as set forth in its Articles of Incorporation filed in accordance with Section 607.1801, *Florida Statutes*, concurrently with this Certificate of Domestication is NATIONAL SEMI-TRAILER CORP.

**Article 3 – Principal Place of Business**

Immediately prior to the filing of this Certificate of Domestication, the Corporation's principal place of business was in the State of Florida. Subsequent to the filing of this Certificate of Domestication, the Corporation's principal place of business will be in the State of Florida.

**Article 4 – Domestication of Corporation**

Prior to the effective date of this Certificate of Incorporation, the Corporation was incorporated under the laws of the State of Michigan. In accordance with Section 607.1801, *Florida Statutes*, upon filing the Corporation's Articles of Incorporation and this Certificate of

H07000304796 3

Domestication with the Florida Department of State, the Corporation shall be domesticated in the State of Florida.

The transaction is intended to qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, since this domestication of the Corporation into the State of Florida is a mere change in the place of organization of the Corporation.

**Article 5 – Corporate Existence**


In accordance with Section 607.1801, *Florida Statutes*, the existence of the Corporation shall be deemed to have commenced on July 9, 1975, the date the Corporation originally commenced its existence in the State of Michigan.

*[Remainder of page intentionally left blank; signature follows]*

H07000304796 3

IN WITNESS WHEREOF, I have set my hand and seal to this Certificate of Domestication as of the 21<sup>st</sup> day of December, 2007.

NATIONAL SEMI-TRAILER CORP., a Florida corporation

By:   
Randall E. Bromley, its Chief Executive Officer

H07000304796 3

**ARTICLES OF INCORPORATION  
OF  
NATIONAL SEMI-TRAILER CORP.**

The undersigned, acting as the Chief Executive Officer of NATIONAL SEMI-TRAILER CORP., a Florida corporation (the "Corporation"), at the direction of the Corporation's Board of Directors and Shareholders, and pursuant to Chapter 607, *Florida Statutes*, hereby establishes a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I - NAME AND MAILING ADDRESS**

The name of the Corporation is NATIONAL SEMI-TRAILER CORP. The mailing address of the Corporation shall be 7208 Sand Lake Road, #202, Orlando, Florida 32819.

**ARTICLE II - DOMESTICATION OF CORPORATION**

The Corporation was incorporated under the laws of the State of Michigan on July 9, 1975. In accordance with Section 607.1801, *Florida Statutes*, upon filing the Corporation's Certificate of Domestication and these Articles of Incorporation with the Florida Department of State, the Corporation shall be domesticated in the State of Florida. These Articles of Incorporation shall supersede and replace the Certificate of Incorporation filed on behalf of the Corporation with the Secretary of State of the State of Michigan on July 9, 1975, as the same have previously been amended.

**ARTICLE III - CORPORATE EXISTENCE**

In accordance with Section 607.1801, *Florida Statutes*, the existence of the Corporation shall be deemed to have commenced on July 9, 1975, the date the Corporation originally commenced its existence in the State of Michigan.

**ARTICLE IV - DURATION**

The Corporation shall exist perpetually.

**ARTICLE V - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE VI - CAPITAL STOCK**

1. Class of Capital Stock. The Corporation's shares shall consist of four classes of stock: voting common stock of a single class, plus three classes of non-voting preferred stock, referred to as Series A Preferred Stock, Series B Preferred Stock, and Series C Preferred Stock. The total authorized shares of the Corporation are as follows:

Common Stock, Voting	100,000
Series A Preferred Stock, Non-voting	20,000
Series B Preferred Stock, Non-voting	8,500
Series C Preferred Stock, Non-voting	1,500

2. Certain Definitions. The term "Face Value" shall mean the amount printed on the face of the relevant certificates evidencing ownership of the issued and outstanding shares of Preferred Stock. The term "Preferred Stock" shall refer collectively to the Series A Preferred Stock, the Series B Preferred Stock, and the Series C Preferred Stock, as so authorized and designated herein. The term "Preferred Shareholder" shall refer to any holder of shares of Preferred Stock, whether now or in the future, together with their successors and assigns. The term "Effective Date" means September 28, 2007.

3. Limitations Imposed by Senior Lenders on Capital Stock. The following limitations and restrictions apply to all classes of the Corporation's stock, whether common or preferred:

H07000304796 3

(a) The Corporation shall not pay any dividend or pay any consideration for the redemption of any of the Corporation's shares of stock in the event and to the extent the making of such payment would be prohibited or would not be permitted or authorized by the terms of the credit agreement or any related agreements and instruments entered into between the Corporation and one or more of its senior lenders (with such credit agreement and related agreements and instruments, as the same may be amended, restated, replaced, supplemented, or otherwise modified from time to time, referred to herein as the "Senior Credit Agreements" and with such senior lenders, including any assignees or successors, whether by operation of law or refinancing transaction, referred to herein as the "Senior Lenders"). Any amounts not so paid shall be deferred and accrue without interest and shall be paid by the Corporation at such time that such payment would not be prohibited or would otherwise be permitted or authorized by the Senior Credit Agreements.

(b) Any action taken, directed, caused or otherwise exercised by or under the direction of any Senior Lender with regard to the Corporation's assets or stock in connection with the exercise of such Senior Lender's rights or remedies under any Senior Credit Agreement, may be so taken, directed, caused or otherwise exercised without the need or requirement for a vote or consent of any Preferred Shareholder, it being understood and agreed that the grant or ownership of shares of Preferred Stock neither carries nor conveys the right to vote on any matter or concern involving the Preferred Stock or the Corporation.

4. Preferred Stock – General Provisions.

(a) Mandatory Redemption. Within six (6) years following the Effective Date, the Corporation shall redeem all outstanding Preferred Stock by paying cash, in exchange for all preferred shares, in a sum equal to the Face Value for the shares, plus all accrued and unpaid dividends with respect to such shares.

(b) Cumulative Dividends. Dividends on Preferred Stock shall be cumulative, so that if any monthly dividends shall not have been paid on the Preferred Stock as provided for

H07000304796 3

herein, the deficiency shall be fully made up before any dividends shall be declared on any Common Stock.

(c) No Voting Rights. The Preferred Shareholders shall have no voting rights whatsoever with respect to any matter, act or concern involving or relating to the Preferred Stock or the Corporation, and the Preferred Stock shall constitute, in all respects and to the fullest extent permitted by applicable law, non-voting stock of the Corporation.

(d) Redemption upon Liquidation. In the event of a voluntary or involuntary liquidation, dissolution, or other termination of the Corporation, each Preferred Shareholder shall be entitled, on a pro rata basis, to a cash payment equal to the Face Value for his, her or its then issued and outstanding shares of Preferred Stock, plus all accrued and unpaid dividends thereon up to the date fixed for distribution, whether or not declared. This liquidation payment on the Preferred Stock shall be made before any payment or distribution with respect to the Common Stock.

(e) No Priority Among Series or Classes of Preferred Stock. Except as otherwise expressly provided in this Article III, no Series or Class of Preferred Stock shall have priority over any other Series or Class of Preferred Stock as or with respect to dividend distributions (with any dividend distribution to the Preferred Shareholders to be distributed to and among such Preferred Shareholders pro rata, based upon the relative dividends accrued but not yet paid to all of the Preferred Shareholders as of such time), and further, any deficiencies in dividend distributions shall be shared by and among the shares of Preferred Stock pro rata in accordance with the relative Face Value of the relevant shares of Preferred Stock.

5. Series A Preferred Stock. Series A Preferred Stock shall have a par value of One Hundred Dollars (\$100.00) per share.

(a) Dividends on Series A Preferred Stock. Subject to Section 3 above (Limitations Imposed by Senior Lenders on Capital Stock), holders of the Series A Preferred



H07000304796 3

Stock shall receive cash dividends in preference to the holders of the common shares, but only out of funds that are legally available for distribution by the Corporation on its shares, at the rate of twelve percent (12%) per year (\$12.00 per \$100.00 worth of shares), commencing with the Effective Date, payable in equal monthly installments. If the Corporation does not redeem the Series A Preferred Stock within six years of the Effective Date, as required pursuant to the terms set forth herein, the foregoing dividend rate shall increase to twenty-four percent (24%) per year (\$24.00 per \$100.00 worth of shares)

(b) Corporation's Redemption Option (Call) of Series A Preferred Stock. The Corporation may elect to redeem any or all shares of the Series A Preferred Stock at any time by paying cash, in exchange for the shares to be redeemed, in an amount equal to the Face Value for the shares to be redeemed, plus all accrued and unpaid dividends with respect to such redeemed shares. This election shall be exercised by the Corporation giving written notice to the holders of the shares to be redeemed.

6. Series B Preferred Stock. Series B Preferred Stock shall have a par value of One Thousand Dollars (\$1,000.00) per share.

(a) Dividends on Series B Stock. Subject to Section 3 above (Limitations Imposed by Senior Lenders on Capital Stock), holders of the Series B Preferred Stock shall receive cash dividends in preference to the holders of the common shares, but only out of funds that are legally available for distribution by the Corporation on its shares, at the rate of twelve percent (12%) per year (\$120.00 per \$1,000.00 worth of shares) from the Effective Date going forward payable in equal monthly installments. If the Corporation does not redeem the Series B Preferred Stock within six years of the Effective Date, as required pursuant to the terms set forth herein, the foregoing dividend rate shall increase to twenty-four percent (24%) per year (\$240.00 per \$1,000 worth of shares).

H07000304796 3

(b) Corporation's Redemption Option (Call) of Series B Preferred Stock.

(i) The Corporation may elect to redeem any or all of the Series B Preferred Stock at any time by paying cash, in exchange for the shares to be redeemed, in a sum equal to the Face Value for the shares to be redeemed less the amounts set forth below, plus all accrued and unpaid dividends with respect to such redeemed shares. This election shall be exercised by the Corporation giving written notice to the holders of the shares to be redeemed.

(ii) In the event any shares of Series B Preferred Stock are redeemed by the Corporation within three (3) years of the Effective Date, the amount payable for the Face Value of such shares shall be reduced by an amount equal to one-third of the dividends paid from the Effective Date through the time such shares are so redeemed (resulting in an effective 8% dividend rate on such shares, in lieu of a 12% rate).

(iii) In the event any shares of Series B Preferred Stock are redeemed by the Corporation after three (3) years, but within five (5) years of the Effective Date, the amount payable for the Face Value of such shares shall be reduced by an amount equal to one-sixth of the dividends paid from the Effective Date through the time such shares are so redeemed (resulting in an effective 10% dividend rate on such shares, in lieu of a 12% rate).

(c) Mandatory Redemption by Corporation. Subject to Section 3 above (Limitations Imposed by Senior Lenders on Capital Stock), within 60 days of the Effective Date, the Corporation shall be required to redeem 1,000 shares of the Series B Preferred Stock, on a pro rata basis among all of the holders of the Series B Preferred Stock, having a Face Value of One Million Dollars (\$1,000,000.00) by paying cash, in exchange for the redeemed shares, in an amount equal to the Face Value for the shares; provided, however, that the Corporation shall have the option, exercisable in the Corporation's sole discretion on or before such 60th day (which option shall be deemed exercised by the Corporation if such redemption payment is not made by the Corporation on or before such 60th day), to extend this redemption date to

H07000304796 3

September 30, 2008, provided, that, subject to Section 3 above (Limitations Imposed by Senior Lenders on Capital Stock), the Corporation shall pay the holders thereof an additional dividend, on or before September 30, 2008, in the aggregate amount of Two Hundred Fifty Thousand Dollars (\$250,000.00) (i.e., Two Hundred Fifty Dollars (\$250.00) per share redeemed), concurrent with the payment of the \$1,000,000.00 redemption price.

7. Series C Preferred Stock. Series C Preferred Stock shall have a par value of One Thousand Dollars (\$1,000) per share.

(a) Dividends on Series C Preferred Stock. Subject to Section 3 above (Limitations Imposed by Senior Lenders on Capital Stock), holders of the Series C Preferred Stock shall receive lump sum cash dividends in preference to the holders of the common shares, but only out of funds that are legally available for distribution by the Corporation on its shares, in the following amounts depending on the date of redemption:

(i) Shares of Series C Preferred Stock that are redeemed by the Corporation within three (3) years of the Effective Date shall receive no dividends.

(ii) Shares of Series C Preferred Stock that are redeemed by the Corporation after three (3) years, but within five (5) years of the Effective Date, shall be paid dividends on the redemption date in the total sum of Eighty-three and 33/100 Dollars (\$83.33) per share so redeemed.

(iii) Shares of Series C Preferred Stock that are redeemed by the Corporation after five (5) years, but within six (6) years of the Effective Date, shall be paid dividends on the redemption date in the total sum of One Hundred Sixty-six and 66/100 Dollars (\$166.66) per share so redeemed.

(iv) Shares of Series C Preferred Stock that are redeemed by the Corporation after six (6) years after the Effective Date shall be paid dividends on the redemption date in the total sum of Three Hundred Thirty-three and 33/100 Dollars (\$333.33) per share so redeemed.

H07000304796 3

b. Corporation's Redemption Option (Call) of Series C Preferred Stock. The Corporation may elect to redeem any or all of the Series C Preferred Stock at any time by paying cash, in exchange for the shares to be redeemed, in a sum equal to the Face Value for the shares to be redeemed, plus all accrued and unpaid dividends with respect to such redeemed shares. This election shall be exercised by the Corporation giving written notice to the holders of the shares to be redeemed.

8. Common Stock. There is a single class of Common Stock, no par value, authorized for issuance by the Corporation. Each holder of shares of Common Stock shall be entitled to one vote for each share of Common Stock registered in his, her or its name on the books of the Corporation, and there shall be no differences in voting rights or dividend or liquidation rights among the shares of Common Stock so issued. The rights to dividends and distributions on liquidation of the Corporation (but not voting) granted to the holders of the shares of the Common Stock shall be subordinate to the dividend and liquidation rights granted herein to the Preferred Shareholders. So long as any dividends on Preferred Stock remain unpaid by the Corporation, no dividend, whether in cash or property, shall be paid or accrued on the Common Stock, nor shall any other distribution be made on any shares of Common Stock, nor shall any shares of Common Stock be purchased, redeemed or otherwise acquired for value by the Corporation until all such dividends on the Preferred Stock, as set forth herein, shall have been paid or accrued and set apart. If dividends on the Preferred Stock are paid as set forth above, then subject to Section 3 above (Limitations Imposed by Senior Lenders on Capital Stock), dividends may be paid on the Common Stock when and as declared, out of the unreserved earned surplus remaining after the payment of the dividends on the Preferred Stock. Dividends on Common Stock may be in the form of cash, property, or additional shares of stock of the Corporation, or in any combination of the foregoing.

H07000304796 3

**ARTICLE VII - REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400  
Orlando, Florida 32801

The name of the registered agent of the Corporation at that address shall be:

Guy S. Haggard

**ARTICLE VIII - INCORPORATOR**

The street address of the incorporator of the Corporation is:

7208 Sand Lake Road, #202  
Orlando, Florida 32819.

The name of the incorporator of the Corporation at that address is:

Randall E. Bromley

**ARTICLE IX - BOARD OF DIRECTORS**

The Corporation shall continue to have seven (7) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one.

**ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in each of the Board of Directors and the shareholders.

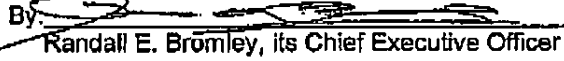
**ARTICLE XI - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

H07000304796 3

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 21<sup>st</sup> day of December, 2007.


NATIONAL SEMI-TRAILER CORP., a Florida  
corporation

By   
Randall E. Bromley, its Chief Executive Officer

H07000304796 3

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT  
NATIONAL SEMI-TRAILER CORP.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Guy S. Haggard

2007 DEC 21 A 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**