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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, Ste. 200
Address
Tallahassee, Fla. 32301 (904) 656-0298
City State Zip Phone

CORPORATION(S) NAME

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Auto Rail Services of Tampa, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Restatement

☐ Reservation

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ARTICLES OF INCORPORATION
OF

AUTO RAIL SERVICES OF TAMPA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator to form a corporation under the Florida corporation law (Section 607 of the Florida Statutes Annotated), do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The corporate name of the corporation, that satisfies the requirements of Section 607.0401, is AUTO RAIL SERVICES OF TAMPA, INC. Principal office address is: 11103 San Pedro #109, San Antonio, Texas 78216.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose for which the corporation is organized is to provide services for railroad transportation of automotive vehicles and related services, and to carry on any lawful business for which corporations may be incorporated under Florida law.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000), all of which shall be common shares with a par value of One Dollar (\$1.00) each.

ARTICLE FIVE

The shareholders of this corporation shall have preemptive rights to subscribe and to acquire unissued or treasury

shares of the corporation which may be issued from time to time to the extent such rights exist pursuant to Florida law (from time to time through amendments of such act), and all such rights are hereby expressly preserved.

ARTICLE SIX

The address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors is two (2), and the names and addresses of the persons who have consented to serve as the directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Michael J. Willis

603 Wooded Trail
Rockwall, Texas 76087

Steven L. Renne

3022 Lake Forest Drive
Greensboro, North Carolina 27408

ARTICLE EIGHT

The name and address of the incorporator is Joseph W. Russell, 711 Navarro, Suite 250, San Antonio, Texas 78205.

ARTICLE NINE

At each election for directors for this corporation, every shareholder entitled to vote at such election shall have the right to vote in person, or by proxy, the number of shares held by him for as many persons as there are directors to be elected and

for whose election he has a right to vote, or, at his election, to cumulate his votes by giving one candidate that number of votes which shall be equal to the total number of directors to be elected multiplied by the total number of shares held by such shareholder, or by distributing such votes on the same principle among any number of such candidates, provided that any shareholder who intends to cumulate his votes as herein authorized shall give written notice of such intention to the secretary of the corporation on or before the day preceding the election at which such shareholder intends to cumulate his votes.

ARTICLE TEN

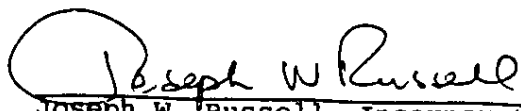
Any person serving, or who has served, as a director of this corporation shall not be liable to this corporation nor to its shareholders for monetary damages for any act or omission in such person's capacity as a director. This exculpation provision shall be construed as fully and liberally as may be permitted by applicable law, as such law may be amended from time to time.

Any person serving, or who has served, as an officer or director of this corporation shall be entitled to indemnification from this corporation for any actions taken by such person while acting in such capacity in good faith. Such indemnification shall be provided both for the costs of defense and any adverse judgment or award of monetary damages, all to the fullest extent permitted by applicable law.

ARTICLE ELEVEN

Without limiting any other power or authority which this corporation shall have pursuant to these Articles of Incorporation and other provisions of law, this corporation shall have the power, in connection with the performance, furtherance and realization of its business purposes, to engage in and participate in, and to be a party to, and general partner, limited partner, member or manager of, joint stock companies, joint stock associations, limited partnerships, general partnerships, joint ventures and other forms of business association or organization with one or more other parties, persons, corporations or business associations.

The undersigned has executed these Articles of Incorporation this 24th day of March, 1995.


Joseph W. Russell, Incorporator

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501(3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED the 27th day of March, 1995.

CT CORPORATION SYSTEM

By: Connie Bryan

Printed Name:

CONNIE BRYAN

Title: SPECIAL ASSISTANT SECRETARY