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ACCOUNT

9500037919

REFERENCE : 598055 1003B

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizato*

ORDER DATE : May 12, 1995

ORDER TIME : 9:52 AM

ORDER NO. : 598055

500001486185

CUSTOMER NO: 1003B

CUSTOMER: Stanley D. Gottsegen, Esq  
ABRAMS ANTON ROBBINS RESNICK  
& SCHNEIDER  
1 Boca Place, Suite 411-e  
2255 Glades Road  
Boca Raton, FL 33431-7383

DOMESTIC FILING

NAME: ROADWEAR II, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN MAY 12 1995

FILED  
95 MAY 12 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
RoadWear II, Inc.

FILED  
95 MAY 12 PM 1:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is RoadWear II, Inc. and the mailing address of the corporation is Boca Commerce Center, 7634 N.W. Sixth Avenue, Boca Raton, Florida, 33487.

ARTICLE II

PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Ten Thousand (10,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV

DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the

Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

#### ARTICLE V

##### INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The mailing address of the initial business office of this corporation is Boca Commerce Center, 7634 N.W. 6th Avenue, Boca Raton, Florida, 33487, and the name of the initial registered agent of this corporation is **STANLEY D. GOTTSEGEN**, whose address is 2255 Glades Road, Suite 411-E, Boca Raton, Florida, 33431.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

**WILLIAM A. HOFFMAN**  
Boca Commerce Center  
7634 N.W. Sixth Avenue  
Boca Raton, Florida 33487

**GEORGE BURMEISTER**  
Boca Commerce Center  
7634 N.W. Sixth Avenue  
Boca Raton, Florida 33487

**E. HAL DICKSON**  
Boca Commerce Center  
7634 N.W. Sixth Avenue  
Boca Raton, Florida 33487

**RON T. PURPURA**  
Boca Commerce Center  
7634 N.W. Sixth Avenue  
Boca Raton, Florida 33487

ARTICLE VII

INCORPORATOR

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

Stanley D. Gottsegen  
2255 Glades Road  
Suite 411-E  
Boca Raton, Florida 33431

ARTICLE VIII

INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE IX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE X

AMENDMENTS

This 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.

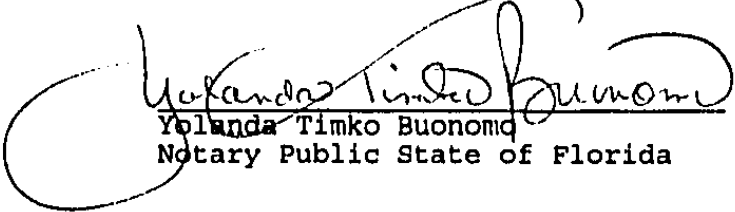
IN WITNESS WHEREOF, the undersigned as incorporator has executed these Articles of Incorporation this 11th day of May, 1995.

By:   
Stanley D. Gottsegen, Incorporator

STATE OF FLORIDA                    )  
  SS.  
COUNTY OF PALM BEACH            )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Stanley D. Gottsegen, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed those Articles of Incorporation. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 11th day of May, 1995.

  
Yolanda Timko Buonomo  
Notary Public State of Florida

OFFICIAL NOTARY SEAL  
YOLANDA TIMKO BUONOMO  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC453801  
MY COMMISSION EXP. APR. 19

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

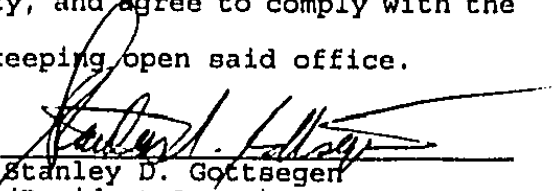
FILED  
95 MAY 12 PM 1:29  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that RoadWear II, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Palm Beach, County of Palm Beach, State of Florida, has named **Stanley D. Gottsegen**, 2255 Glades Road, Suite 411-E, Boca Raton, Florida, 33431, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Stanley D. Gottsegen  
(Resident Agent)