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PREMIER
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. 072100000032

REFERENCE : 000033 9154A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 13, 1996

ORDER TIME : 3:51 PM

ORDER NO. : 000033

CUSTOMER NO: 9154A

CUSTOMER: Roger F. Borrello, Esq
ROGER F. BORRELLO, ESQ

Suite 301
300 N.W. 70th Avenue
Plantation, FL 33317

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***122.50 ***122.50

DOMESTIC FILING

NAME: ROGERS AUTO TRANSPORT, INC.

EFFECTIVE DATE:

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: Victoria L. Perez

EXAMINER'S INITIALS:

T. BROWN MAR 14 1996

FILED
96 MAR 14 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROGERS AUTO TRANSPORT, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I: NAME

The name of this Corporation shall be:

ROGERS AUTO TRANSPORT, INC.

and its business shall be carried on in Broward County, Florida, and also within and without the State of Florida, and in the United States of America and foreign countries as may from time to time be deemed desirable or expedient.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follows:

1. This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, territory or nation.
2. To maintain offices in connection with said business and where necessary, to build or construct new facilities or additions and alterations to existing facilities in connection with its business.
3. To buy, sell, manufacture, repair, alter and exchange, let or hire, export or deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.
4. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 1,000 shares of no par value stock.

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The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the Incorporators or by the Directors at a meeting called for such purpose or at the organization meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the Directors of the Company. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration and the issuance of so much of the capital stock as the Directors of the Company may decide.

ARTICLE IV: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$600.00.

ARTICLE V: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE VI: ADDRESS

The initial post office address of this Corporation in the State of Florida is:

1161 N.W. 70 Terrace
Plantation, FL 33313

ARTICLE VII: DIRECTORS AND OFFICERS

This Corporation shall have one Director and one Officer initially. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof.

ARTICLE VIII: INITIAL DIRECTORS AND OFFICERS

The name and post office address of the initial Director and Officer of this Corporation are as follows:

ROBERT E. ROGERS
Director/President/
Secretary/Treasurer
1116 N.W. 70 Terrace
Plantation, FL 33313

who shall hold office for the first year of the corporation, or until his successor(s) is(are) elected or appointed.

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator to these Articles of Incorporation is:

ROBERT E. ROGERS
1116 N.W. 70 Terrace
Plantation, FL 33313

ARTICLE X: AMENDMENT

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 voting shares.

ARTICLE XI: POWERS OF THE BOARD OF DIRECTORS

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized:

1. To make, alter, amend or repeal the By-Laws of the Corporation.
2. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages, liens upon the property, and franchises of this Corporation.
3. If the By-Laws so provide, to designate by resolution two or more of their number to constitute an Executive Committee, which Committee, to the extent provided in the resolution or in the By-Laws of the Corporation, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business, affairs and property of the Corporation, during the intervals between the meetings of the board of Directors, so far as may be permitted by law.

ARTICLE XII: RESTRICTIONS ON STOCK TRANSFERS

The restrictions upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them shall first offer it to the corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or transfer, by notice in writing which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The Directors shall within thirty days thereafter either accept the offer or by notice to him in writing, name a second arbitrator, and these two shall

name a third; it shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors have thirty days within which to purchase the same at such valuation, but if at the expiration of thirty days, the corporation shall not have exercised the right so to purchase, the owner of the stock shall be at liberty to dispose of the same in the manner he may see fit.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the board of Directors may in any particular instance waive the requirements.

ARTICLE XIII: PRE-EMPTIVE RIGHTS

The stockholders shall have pre-emptive rights in the issuance of any additional stock to maintain their proportionate interest in the corporation.

ARTICLE XIV: SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE XV: INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Office and Registered Agent of the Corporation is:

Robert E. Rogers
1161 N.W. 70 Terrace
Plantation, FL 33313

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 11th day of March, 1996.


ROBERT E. ROGERS, Incorporator
and Registered Agent

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

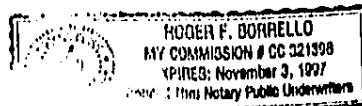
I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared ROBERT E. ROGERS, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation of ROGERS AUTO TRANSPORT, INC., and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County of Broward, State of Florida, this 11th day of March, 1996



Notary Public
State of Florida at Large


My Commission expires:



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

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

That ROGERS AUTO TRANSPORT, INC. desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named ROBERT E. ROGERS, located at 1161 N.W. 70 Terrace, Plantation, Florida 33313, as its agent to accept service of process within Florida.


(Corporate Officer)

Title: President

Date: March 11, 1996

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 I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


(Resident Agent)

Date: March 11, 1996

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TALLAHASSEE, FLORIDA