

TRANSMITTAL LETTER  
FROM: **P96000089046**

Name of corporation: Transport Products, Inc.

Street address of the corporation: 8222 Pittman Ave.,

City: Pensacola

State: Florida

ZIP: 32534

c/o

Paul A. Alloway, Agent  
8222 Pittman Ave.,  
Pensacola, Florida 32534

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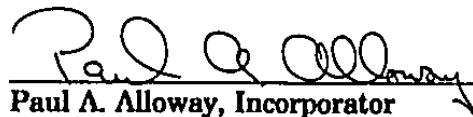
DEAR CORPORATION DIVISION:

PLEASE find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A check or money order in the amount of \$122.50 for filing fees and a certified copy of incorporation is requested.

Please send responses or receipts concerning this filing to the above address.

Thank You very much.

  
Paul A. Alloway, Incorporator  
8222 Pittman Ave.,  
Pensacola, Florida 32534  
Telephone Number: (904) 478-6050

**FILED**  
96 OCT 28 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
10/29

ARTICLES OF INCORPORATION  
of  
Transport Products, Inc.

Pursuant to Chapter 607 of the Florida Business Act, the  
undersigned incorporator submits these Articles of Incorporation  
for the purpose of forming a for-profit corporation

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ARTICLE 1. The name of the Corporation is: Transport Products, Inc.

ARTICLE 2. The principal place of business and mailing address of this corporation is: 8222 Pittman Ave., Pensacola, Florida 32534.

ARTICLE 3. The corporation is authorized to issue four (4) classes of stock: (1) Common stock with par value (2 issues of 10,000 shares each); (2) Common stock with no par value (1 issue of 150,000); Preferred stock/non-voting (2 issues of 10,000 shares each and (4) Preferred stock/voting (2 issues of 10,000 shares each). The total number of shares authorized to be issued by the Corporation is 250,000 shares with identical rights and privileges (as per class of stock and the restrictions imposed thereon), the transfer of which is restricted according to the bylaws of the corporation and these article of incorporation.

ARTICLE 4. The name and address of the corporation's initial Registered Agent is: Paul A. Alloway, 8222 Pittman Ave., Pensacola, Florida 32534.

ARTICLE 5. The name and street address of the incorporator of this company is: Paul A. Alloway, 8222 Pittman Ave., Pensacola, Florida 32534.

ARTICLE 6. No Director shall be held liable to the corporation or its shareholders for monetary damages to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

ARTICLE 7. One or more of the directors or the entire Board of Directors may be removed only for cause, by a vote of the holders of a majority of the shares then entitled to vote for the election of directors. No director may be removed if the vote cast against the director's removal would be sufficient to election the director if cumulatively voted at an election of the entire Board of Directors. A director shall be entitled to receive notice of, and a hearing with respect to, his or her removal for cause.

ARTICLE 8. This corporation shall have at least one (1) Director initially. The number of Director(s) may either be increased or decreased from time to time by an amendment to the bylaws of the incorporation in the manner provided by law; but shall never be less than one (1). The name and address of the initial Director of the corporation is as follows:

Paul A. Alloway, 8222 Pittman Ave., Pensacola, FL 32534

ARTICLE 9. The Corporation elects to have preemptive rights. The shareholders of the corporation shall have a preemptive right to purchase, at equitable prices, terms, and conditions fixed by the Board of Directors, the shares of capital stock of the

Corporation or securities convertible into or carrying options or warrants to purchase such shares, as may be issued from time to time, after the issuance of the first 150,000 shares of capital stock. This preemptive right shall apply to all shares issued by the Corporation after the first 150,000 shares, including shares presently or subsequently authorized, shares held in the treasury of the Corporation, and shares issued for services or property. Shares issued to employees of the Corporation under a plan approved by the holders of 10% (percent) of the issued and outstanding voting shares of the Corporation shall not be subject to preemptive rights.

ARTICLE 10. Shares of capital stock of the Corporation shall not be issued except on the affirmative vote or written consent of at least 75% (percent) of the directors, which vote or consent shall appear in the written minutes of the Board of Directors' meeting in which the issue was authorized.

ARTICLE 11. No shareholder shall pledge, mortgage, sell or otherwise transfer all or any portion of the shareholders' stock unless it shall first be offered to the Corporation at a price no greater than a bona fide offer by any third party, which offer shall be open to the Corporation for a period of thirty days. In the event that any said stock is not purchased by the Corporation during such period, it shall be offered to the remaining shareholders of the same class of stock in the same proportion as their respective stock interests in said class of stock, for a like price and for a similar period of time. Should any of the remaining shareholders decline to purchase his or her proportionate shares of the stock during that period, that stock shall be offered to the then remaining shareholders for a like price and for a similar period of time. In the event that any of said stock is not purchased by the Corporation or the shareholders, the remaining stock may then be sold by the shareholder without restrictions. Notice of this restriction shall appear on all stock certificates issued by the Corporation.

ARTICLE 12. These Article of Incorporation may be amended only by the written consent or affirmative vote of the holders of a majority of the issued stock and outstanding voting shares, except that any section of the Articles of Incorporation that provide for a greater vote of the shareholders may be amended only upon the written consent or affirmative vote of the shareholders provided for in that section.

ARTICLE 13. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation that is not inconsistent with the law or these Articles of Incorporation.

ARTICLE 14. The purpose or purposes for which the Corporation is organized are to engage in the business of the manufacture of different and varied truck components and to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and to do all things incidental to them or connected with them that are not forbidden by law or by the Article of Incorporation.

ARTICLE 15. The Corporation may conduct business and otherwise carry out its purpose and exercise its powers in any state, territory, district or possession of the United States or in any foreign country to the full extent permitted by the laws of the state, territory, district or possession of the United States or by the foreign country;

and it may limit its purpose or purposes in any state, territory, district or possession of the United States or foreign country.

ARTICLE 16. Veto power over all corporate matters shall vest in the President of the Board of Directors of this corporation for the duration of his/her tenure/term.

ARTICLE 17. The period of duration of this corporation is indefinite.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date: October 15, 1996

Paul A. Alloway  
Signature of Incorporator

Paul A. Alloway  
Name of Incorporator

Transport Products, Inc.

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to Section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

**Transport Products, Inc.**

1. The name and address of the corporation's registered agent and registered office is:

**Paul A. Alloway**

**8222 Pittman Ave.,**

**Pensacola, FL 32534**

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

  
\_\_\_\_\_  
Signature of Registered Agent

Paul A. Alloway  
Printed Name of Registered Agent

Date of Signature: October 15, 1996

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