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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: SOUTHERN PRO TRUCK SERIES, INC.

AUDIT NUMBER.....H97000000412

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF INCORPORATION

H97-00412

of SOUTHERN PRO TRUCK SERIES, INC.
a CORPORATION FOR PROFIT formed under the Florida General Corporation Act.

Article 1: Name of the Corporation: SOUTHERN PRO TRUCK SERIES, INC.

Address of the Corporation: 8312 18th AVENUE EAST
PALMETTO, FLORIDA 34221

Article 2: DURATION: Term of existence of the corporation is perpetual.

Article 3: PURPOSE: The Corporation may transact any and all lawful business for which corporations may be incorporated under the Laws of the UNITED STATES and the STATE OF FLORIDA.

Article 4: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 10,000.
PAR VALUE \$1.00 (Information about PAR VALUE is not required but may be included).

Article 5: REGISTERED OFFICE: The street address of the initial registered office of the corporation shall be:

8312 18th AVENUE EAST, PALMETTO, FLORIDA 34221
and the name of the initial registered agent at such address is GEORGE JR. AURIEMMA

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation


Signature of Registered Agent

1/8/97
Date

GEORGE JR. AURIEMMA

Article 6: The board of directors are as follows:

The name and address of the Initial Director: (All persons listed after the first are additional directors)

1. <u>GEORGE JR. AURIEMMA</u>	<u>WARREN A. PAQUIN, JR.</u>
<u>8312 18th AVENUE EAST</u>	<u>1302 83rd STREET NORTHWEST</u>
<u>PALMETTO, FLORIDA 34221</u>	<u>BRADENTON, FLORIDA 34209</u>

Article 7: The Name and address of the incorporator is:

GEORGE JR. AURIEMMA
8312 18th AVENUE EAST
PALMETTO, FLORIDA 34221

In witness whereof I have subscribed my name



Signature of Incorporator
GEORGE JR. AURIEMMA

Prepared by:
ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33138
305-358-2571

H97-00412