

P97000/05683

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O.BOX 6327
TALLAHASSEE, FL. 32314

900002372359--7
-12/15/97--01101--015
****122.50 ****122.50

SUBJECT : CONSOLIDATED FLEET SERVICES, INC.
PROPOSED CORPORATE NAME

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 1:48

ENCLOSED PLEASE FIND AN ORIGINAL AND ONE COPY OF THE ARTICLES
OF INCORPORATION FOR THE ABOVE CORPORATION AND A CHECK IN
THE AMOUNT OF : \$ 122.50

AN ADDITIONAL ORIGINAL COPY OF THE ARTICLES OF INCORPORATION
WILL BE INCLUDED, WHEN A CERTIFIED COPY IS REQUESTED.

PLEASE : RETURN TO

LIBERTY CONSULTING SERVICE
P.O.BOX 3040
SPRING HILL, FL. 34608-3040

PH. (352) 683-9850

12-16-97
WS

ARTICLES OF INCORPORATION
OF
CONSOLIDATED FLEET SERVICES, INC.

SECRET
DIVISION OF CORPORATIONS
97 DEC 15 PM 1:48

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I: NAME

THE NAME OF THIS CORPORATION SHALL BE: CONSOLIDATED FLEET SERVICES, INC.

ARTICLE II: DURATION

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SAME SHALL COMMENCE ITS CORPORATE EXISTENCE AT THE TIME OF FILING OF THE ARTICLES OF INCORPORATION BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.

ARTICLE III: PURPOSE

THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED INCLUDES THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA STATUTES.

ARTICLE IV: GENERAL POWERS

THIS CORPORATION SHALL HAVE THE FOLLOWING CORPORATE POWERS, TO-WIT :

A. TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE, AND TO USE SAME BY CAUSING IT, OR A FACSIMILE THEREOF, TO BE IMPRESSED, AFFIXED OR IN ANY OTHER MANNER REPRODUCED.

B. TO PURCHASE, TAKE, RECEIVE, LEASE OR OTHERWISE ACQUIRE, OWN, HOLD, IMPROVE, USE AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL PROPERTY OF ANY INTEREST THEREIN, WHEREVER SITUATE.

C. TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN, LEASE, EXCHANGE, TRANSFER AND OTHERWISE DISPOSE OF ALL OR ANY PART OF ITS PROPERTY AND ASSETS.

D. TO LEND MONEY TO AND USE ITS CREDIT TO ASSIST ITS OFFICERS AND EMPLOYEES IN ACCORDANCE WITH SECTION 607.141.

E. TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE, OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE OR OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH OTHER DOMESTIC OR FOREIGN CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS, OR DIRECT OR INDIRECT OBLIGATIONS OF THE UNITED STATES OR OF ANY OTHER GOVERNMENT, STATE, TERRITORY, GOVERNMENTAL DISTRICT OR MUNICIPALITY OR OF ANY INSTRUMENTALITY THEREOF.

F. TO MAKE CONTRACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY DETERMINE, ISSUE ITS NOTES, BONDS AND OTHER OBLIGATIONS AND SECURE ANY OF ITS OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL OR ANY OF ITS PROPERTY, FRANCHISES AND INCOME.

G. TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND RE-INVEST ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED.

H. TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES AND EXERCISE THE POWER GRANTED BY THIS ACT WITHIN OR WITHOUT THIS STATE.

I. TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION.

J. TO MAKE AND ALTER BYLAWS, NOT INCONSISTENT WITH ITS ARTICLES OF INCORPORATION OR WITH THE LAWS OF THIS STATE, FOR THE ADMINISTRATION AND REGULATION OF THE AFFAIRS OF THE CORPORATION.

K. TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES.

L. TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY.

M. TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST, OR OTHER ENTERPRISE.

N. TO HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO EFFECT ITS PURPOSE.

ARTICLE V: SHARES OF STOCK

THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL HAVE AUTHORITY TO ISSUE SHALL BE FIVE HUNDRED SHARES OF COMMON CLASS ONLY WITH A PAR VALUE OF ONE (\$ 1.00) DOLLAR PER SHARE. EACH HOLDER OF COMMON STOCK IN THIS CORPORATION SHALL BE ENTITLED TO ONE VOTE FOR EACH SHARE OF COMMON STOCK HELD BY HIM OR HER.

ARTICLE VI: PRE-EMPTIVE RIGHTS

THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE PRE-EMPTIVE RIGHTS TO ACQUIRE UNISSUED OR TREASURY SHARES OF THE CORPORATION, OR SECURITIES OF THE CORPORATION CONVERTABLE INTO OR CARRYING A RIGHT TO SUBSCRIBE TO OR ACQUIRE SHARES IN SAID CORPORATION.

ARTICLE VII : PRINCIPLE PLACE OF BUSINESS

THE STREET ADDRESS OF THE CORPORATION'S PRINCIPLE PLACE OF BUSINESS IS AS FOLLOWS, TO-WIT : 6324 SPOONBILL DRIVE, NEW PORT RICHEY, FL. 34625

ARTICLE VIII : REGISTERED AGENT

THE NAME AND ADDRESS OF THE CORPORATION'S INITIAL REGISTERED AGENT FOR SERVICE OR PROCESS IS AS FOLLOWS : REGINALD G. PENWILL , 6324 SPOONBILL DRIVE, HOLIDAY, FLORIDA 34625

ARTICLE IX: BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL CONSIST OF ONE OR MORE MEMBERS, AND THE EXACT NUMBER THEREOF TO BE FIXED BY THE BYLAWS OF SAID CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THREE MEMBERS WHOSE NAMES AND ADDRESSES ARE AS FOLLOWS, TO-WIT :

NAME	ADDRESS
REGINALD G. PENWILL	6324 SPOONBILL DRIVE NEW PORT RICHEY, FL. 34625
MICHAEL R. PENWILL	12 GAY BOWERS FOLLY LANE HOCKLEY ESSEX, ENGLAND
B TONG-PENWILL	69 SOUTHEND ROAD HOCKLEY ESSEX ENGLAND

SAID MEMBERS OF THE INITIAL BOARD OF DIRECTORS SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING, AND UNTIL SAID SUCCESSOR SHALL HAVE BEEN ELECTED AND QUALIFIED, OR UNTIL RESIGNATION, REMOVAL FROM OFFICE OR DEATH, WHICHEVER SHALL FIRST OCCUR.

ARTICLE X : INCORPORATORS

THE FOLLOWING PERSON(S) SHALL ACT AS THE INCORPORATORS OF : CONSOLIDATED FLEET SERVICES, INC.

BY SIGNING AND DELIVERING, OR CAUSING TO BE DELIVERED, SAID ARTICLES OF INCORPORATION, IN DUPLICATE, TO THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA:

NAME :	ADDRESS
REGINALD G. PENWILL	6324 SPOONBILL DRIVE NEW PORT RICHEY, FL. 34625

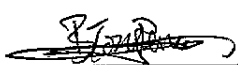
ARTICLE XI : BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS. BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS MAY BE REPEALED OR CHANGED.

THE BY-LAWS MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION NOT INCONSISTENT WITH THE LAW OR THE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED SUBSCRIBING INCORPORATORS, HAVE HEREUNTO SET OUR BONDS AND SEALS THIS 1ST DAY OF NOV. 1997, FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND WE HEREBY MAKE AND FILE IN THE OFFICE OF THE SECRETARY OF STATE, STATE OF FLORIDA, THIS CERTIFICATE OF INCORPORATION, AND CERTIFY THAT THE FACTS HEREIN STATE ARE TRUE.


REGINALD G. PENWILL C.E.O./DIRECTOR


B. TONG-PENWILL SECRETARY/DIRECTOR


MICHAEL R. PENWILL DIRECTOR

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[STATE OF FLORIDA]
[COUNTY OF PASCO]

BEFORE ME, THIS DAY PERSONALLY APPEARED REGINALD G. PENWILL
TO ME WELL KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO EXECUTED
THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE
ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 1ST DAY OF Nov 1997



FRED T DAVIDSON
My Commission CC411520
Expires Oct. 04, 1998
Bonded by NFNU
800-224-6368

NOTARY PUBLIC

A handwritten signature in black ink, appearing to read "Fred Davidson", is written over the printed name "FRED T DAVIDSON".

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

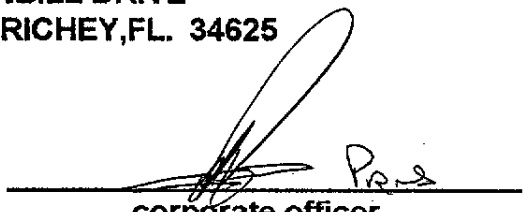
Pursuant to Florida Statutes Sections 48.091 and 607.0501 the following is submitted : the undersigned corporation, organized under the laws of the state of Florida designates the Registered Agent / Registered Office as the following :

[1] Corporate name : **CONSOLIDATED FLEET SERVICES, INC.**

[2] Name & Address of the registered agent / office is :

**REGINALD G. PENWILL
6324 SPOONBILL DRIVE
NEW PORT RICHEY, FL. 34625**

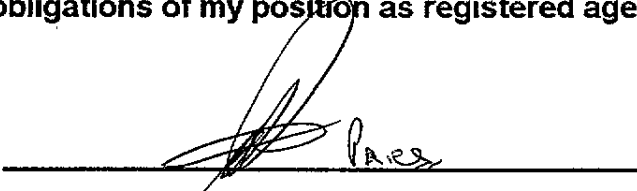
Signature _____


corporate officer

97 DEC 15 PM 1:48
SECTION OF STATE
DIVISION OF CORPORATIONS

Title PRESIDENT/C.E.O. Date NOV. 1ST 1997

Having been named as 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 the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

Date 11/1/97