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Russell E. Dickerson, Jr.
5594 Golden Eagle Circle
West Palm Beach, FL 33418

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 22, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Fleet Master Services, Inc.

Ladies and Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced corporation, along with a check payable to the order of Secretary of State in the amount of \$70.00. Please file the original Articles of Incorporation and return the file stamped copy for my records. I have enclosed a self-addressed, stamped envelope for your convenience.

If you have any questions, I can be reached at (561) 691-1795.

Very truly yours,

Russell E. Dickerson, Jr.

Russell E. Dickerson, Jr.

RED/dh
Enclosures

P. H&T
FEB - 3 1998

**ARTICLES OF INCORPORATION
OF
FLEET MASTER SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is FLEET MASTER SERVICES, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of the corporation is 5594 Golden Eagle Circle, West Palm Beach, Florida 33418

ARTICLE III

CAPITAL STOCK

The number of shares of stock that the corporation is authorized to issue is One Thousand (1,000) shares, \$1.00 par value per share, of common stock. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

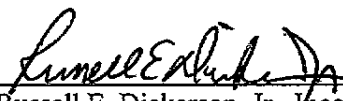
The street address of the corporation's initial registered office is 5594 Golden Eagle Circle, West Palm Beach, Florida 33418. The name of the corporation's initial registered agent at that office is Russell E. Dickerson, Jr.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of the corporation is Russell E. Dickerson, Jr., 5594 Golden Eagle Circle, West Palm Beach, Florida 33418

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 22nd day of January, 1998.



Russell E. Dickerson, Jr., Incorporator

**CERTIFICATE OF ACCEPTANCE BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of FLEET MASTER SERVICES, INC., a Florida corporation, (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties and is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 22nd day of January, 1998.



Russell E. Dickerson, Jr.

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TALLAHASSEE, FLORIDA