

P98000015126

February 5, 1998

Division of Corporations
P. O. Box 6327
Tallahassee, Fl. 32314

300002428799-8
-02/12/98-01051-014
****122.50 ****122.50

Dear Sir/Madam,

Enclosed please find Articles of Incorporation on
PIC AUTO TRANSPORT, a check in the amount of \$122.50 for the
filing fee, a certified copy and a registered agent designation.

Please return the Certified Copy as soon as possible. Thank
you.

Sincerely,

Gladys Godbey

Gladys Godbey
3100 Old Winter Garden Road
Apt. 122
Ocoee, Fl. 34761
407-298-7435

EFFECTIVE DATE

02-05-98

FILED
98 FEB 12 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98-216-98

ARTICLES OF INCORPORATION

OF

PIC AUTO TRANSPORT, INC.

FILED
98 FEB 12 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby executes and assents to the within Articles of Incorporation for the purposes of forming a corporate body under and by virtue of the laws of the State of Florida, and specifically under and by virtue of Chapter 607, Florida Statutes, as amended.

ARTICLE I

EFFECTIVE DATE

02-05-98

NAME AND ADDRESS OF CORPORATION

The name of the corporation is PIC AUTO TRANSPORT, INC.

The business address of the corporation is 3100 Old Winter Garden Road, Apt. 122, Ocoee Fl. 34761.

ARTICLE II

DURATION

The duration of the corporation is perpetual. Corporate existence begins as of the subscription of these Articles, or if not applicable then Five (5) business days prior to receipt.

ARTICLE III

PURPOSE

The purpose of the corporation is to conduct any lawful purpose.

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ARTICLE IV

CAPITALIZATION

The aggregate number of shares of stock which this corporation may issue is 100 shares at \$2.00 per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

Shareholders shall have no re-emptive rights.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office and the agent is

GLADYS GODBEY	3100 Old Winter Garden Road, Apt. 122 Ocoee, Fl. 34761
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ARTICLE VII

INITIAL DIRECTOR(S)

There shall be four initial director of the corporation, who shall be as follows:

<u>Name</u>	<u>Address</u>
GLADYS GODBEY-PRESIDENT	3100 Old Winter Garden Road, Apt. 122 Ocoee, Fl. 34761
FRED MOSELEY-VICE PRESIDENT	3200 Old Winter Garden Road, Apt. 2114 Ocoee, Fl. 34761
BETSY MOSELEY-SECRETARY TREASURER	3200 Old Winter Garden Road, Apt. 2114 Ocoee, Fl. 34761
J. R. GODBEY	3100 Old Winter Garden Road, Apt. 122 Ocoee, Fl 34761

The manner of election and terms of additional directors shall be controlled by the Bylaws pursuant to Florida Statutes Chapter 607.114.

ARTICLE VIII

INCORPORATOR

The incorporator is GLADYS GODBEY.

ARTICLE IX

LIMITATION OF LIABILITY

Each director and officer, in consideration for his or her services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by Florida Statutes Chapter 607.014. The foregoing right of indemnification shall be inclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE X

SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or a director or officer, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he or she may be in anywise interested. Any director of the corporation my vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he or she is also a director of such subsidiary or controlled corporation.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal on the date indicated.

Gladys Godbey
GLADYS GODBEY

1-31-98
Date

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FILED
98 FEB 12 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF OSCEOLA

Before me, the undersigned officer, duly authorized to take acknowledgments and administer oaths, this day, personally appeared GLADYS GODBEY, to me known and known to me to be the individual described in and who executed the foregoing instrument and who after first being duly sworn states that he/she executed the foregoing instrument for the purposes therein expressed and that the statements therein contained are true and correct.

WITNESS my hand and official seal this 31 day of January, 1998.

Virginia Bauknight
Notary Public-State of Florida
My Commission Expires: 2-25-98
341510

ACCEPTANCE OF DESIGNATION

Having been designated as Resident Agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office.

Gladys Godbey
GLADYS GODBEY
Resident Agent

EFFECTIVE DATE
02-05-98