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June 3, 1998

Secretary of State
State of Florida
Division of Corporations
The Capitol
Tallahassee, Florida 32301

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-06/08/98--01120--006
****122.50 ****122.50

RE: R & G Auto Transport, Inc.

Dear Sir:

Enclosed for filing please find on behalf of the above corporation the original and one copy of the executed Articles of Incorporation, together with my firm's check in the amount of \$122.50, for the following:

Charter Tax	\$ -0-
Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total:	\$122.50

Please return the certified copy of the Articles of Incorporation to my office as soon as possible.

Sincerely,


Joseph A. Simpson

JAS/pos
Enclosures

FILED
98 JUN -8 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/6-10-98

ARTICLES OF INCORPORATION
OF
R & G AUTO TRANSPORT, INC.

FILED
98 JUN -8 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation organized under the laws of the State of Florida, by and under the provisions of the Statutes of said State providing for the formation, liability, rights, privileges and immunities of a corporation.

ARTICLE I

The name of this corporation shall be:

R & G AUTO TRANSPORT, INC.

ARTICLE II

This corporation is to have perpetual existence. The existence of this corporation shall commence upon its filing of its Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III

The purpose for which this corporation is organized is to engage in the business of Towing and Transporting vehicles and to do all and every lawful act and actions which corporation may be incorporated for under the laws of Florida.

ARTICLE IV

The corporation is authorized to issue one class of common stock of One Hundred (100) shares having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable. Such stock may be issued for cash, property, labor, services or goodwill as may be determined by the Board of Directors. The following preemptive rights shall apply to the benefit of all stockholders of this corporation:

(a) In the event a stockholder owning stock in this corporation seeks to sell all or part of his stock, or has received an offer to purchase his stock, that stockholder shall first offer said stock for sale to the remaining stockholders.

(b) The purchase price for said stock shall be the sale price fixed by the selling stockholder, or the actual offer purchase price negotiated, whichever is less. In the event a shareholder fixes a selling price, but receives an offer to purchase at a lesser amount, the shareholder shall then offer his stock as provided in part (a) above to the remaining stockholders at a lesser amount.

(c) The selling shareholder shall advise all of the shareholders of his intention to sell, in writing, by certified mail. The remaining shareholders shall exercise their option hereunder within thirty (30) days of receipt of such notice by giving written notice by certified mail of their intention to purchase. Failure to give said notice shall be deemed to be consent to the sale of such stock by the selling stockholder.

(d) Those shareholders electing to purchase stock offered for sale under this part may purchase such portion of the shares offered as their stock ownership interest bears to the total stock ownership interest of all other stockholder who also elect to make such purchase under this part.

ARTICLE V

This corporation reserves the right to redeem all or such portion of its issued and outstanding stock as the Board of Directors may from time to time determine. The method of call, the manner of determining which stock shall be redeemed and the

purchase price at redemption, which price shall not be less than the book value of said stock as reflected on the corporate financial books and records, shall be specified in the By-Laws.

ARTICLE VI

The initial principle office of the corporation will be located at 14832 Kimberly Lane, Fort Myers, Florida 33908.

ARTICLE VII

The street address of the initial registered office of this corporation is 14832 Kimberly Lane, Fort Myers, Florida 33908, and the name of the initial registered agent of this corporation shall be ROBERT C. BRYANT.

ARTICLE VIII

The name and street address of the officers of this corporation who shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed, and have qualified, are as follows:

ROBERT C. BRYANT	PRESIDENT	14832 Kimberly Lane Fort Myers, Florida 33908
GAIL C. BRYANT	SECRETARY TREASURER	14832 Kimberly Lane Fort Myers, Florida 33908

ARTICLE IX

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Robert C. Bryant
14832 Kimberly Lane
Fort Myers, Florida 33908

ARTICLE X

The name and address of the person signing these Articles of

Incorporation is Robert C. Bryant, 14832 Kimberly Lane, Fort Myers, Florida 33908.

ARTICLE XI

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in this corporation.

ARTICLE XII

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in the Board of Directors and the stockholders.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation at Fort Myers, Florida this 3rd day of June, 1998

Robert C. Bryant
ROBERT C. BRYANT

STATE OF FLORIDA)
)
COUNTY OF LEE)

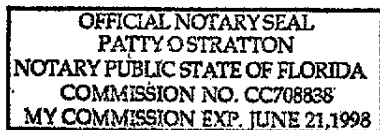
I HEREBY CERTIFY that on this day personally appeared ROBERT C. BRYANT, who is personally known to me/who has produced Florida Driver's License as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same freely and voluntarily for the purposes therein expressed.

WITNESS my official hand and seal this 3rd day of June,
1998.

Patty O. Stratton
Notary Public

My commission expires:

Patty O. Stratton
Printed Notary Public



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMED AGENT UPON WHOM PROCESS
MAY BE SERVED**

**IN COMPLIANCE WITH FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:**

**FIRST-- THAT R & G AUTO TRANSPORT, INC., DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPLE PLACE OF BUSINESS AT COUNTY OF LEE, STATE OF FLORIDA, HAS
NAMED ROBERT C. BRYANT, LOCATED AT 14832 KIMBERLY LANE, FORT MYERS,
FLORIDA 33908, LEE COUNTY, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.**

SIGNATURE: Robert C Bryant
(Corporate Officer)

TITLE: President

DATE: June 3, 1998

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.**

SIGNATURE: Robert C Bryant
(Resident Agent)

DATE: June 3, 1998

FILED
98 JUN -8 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA