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TO: DIVISION OF CORPORATIONS

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FROM: JOHNSON, BLAKELY, POPE, BOKOR, RUPPEL & BURN ACCT#:
076666002140

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NAME: MCNEILL AUTO TRANSPORT, INC.

AUDIT NUMBER.....H98000015833

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

CERT. OF STATUS..0 PAGES..... 3

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TALLAHASSEE, FLORIDA**ARTICLES OF INCORPORATION****OF****McNEILL AUTO TRANSPORT, INC.****ARTICLE I - Name and Address**

The name of this corporation is McNEILL AUTO TRANSPORT, INC. The mailing address of the corporation is: 2700 Gandy Blvd., St. Petersburg, Florida 33702. The address of the corporation's principal office is: 2700 Gandy Blvd., St. Petersburg, Florida 33702.

ARTICLE II - Duration

This corporation shall have perpetual existence.

ARTICLE III - Capital Stock

This corporation is authorized to issue 100,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

ARTICLE IV - Preemptive Rights

No holder of shares of stock of any class shall have any preemptive rights to subscribe to or purchase any additional shares of any class or bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of any shares of stock of any class, confer any preemptive rights that the board of directors may deem advisable in connection with such issuance.

Prepared By:

Bruce H. Bokor, Esquire
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ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is : 2700 Gandy Blvd., St. Petersburg, Florida 33702, and the name of the initial registered agent of this corporation at that address is RANDAL WEHLING.

ARTICLE VI - Incorporator

The name and address of the incorporator signing these Articles are:

Name**Address**

McNeill Auto Transport, Inc.

2700 Gandy Blvd.
St. Petersburg, Florida 33702**ARTICLE VII - Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII - Amendment

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 24 day of August, 1998.

MCNEILL AUTO TRANSPORT, INC.

By: Randal Wehling
R. RANDAL WEHLING, Vice-President

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, McNEILL AUTO TRANSPORT, INC., desiring to organize under the laws of the State of Florida, hereby designates RANDAL WEHLING, located at: 2700 Gandy Blvd., St. Petersburg, Florida 33702, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


R. RANDAL WEHLING

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