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PLEASE REPLY TO:

Lakeland

September 25, 1998

VIA FEDERAL EXPRESS

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

Secretary of State
Corporate Records Bureau
Post Office Box 6327
Tallahassee, Florida 32314

Re: C & S Truck Rental, Inc.

Ladies and Gentlemen:

Enclosed please find the original of the Articles of Incorporation of the above-referenced corporation, subject to your approval. We are also enclosing a check in the amount of \$70.00 representing payment of the filing fees.

Please furnish to us the acknowledgment filing of the enclosed Articles.

Your prompt attention to this matter will be sincerely appreciated.

Sincerely,

Julia L. Farless

Julia L. Farless, Assistant
to Peter J. Munson

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 PM 4:23

D. BROWN SEP 29 1998

ARTICLES OF INCORPORATION

OF

C & S TRUCK RENTAL, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 PM 4:23

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

Article I - Name

The name of the corporation is C & S TRUCK RENTAL, INC.

Article II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation is 1231 East Magnolia Street, Lakeland, Florida 33801, and its mailing address is the same.

Article III - Duration

The corporation shall exist perpetually thereafter until dissolved according to law.

Article IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article V - Stock

The corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock, which shares shall be designated "Common Shares."

Article VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

Article VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The names and street addresses of the initial directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Ann Marie Ortiz	1231 East Magnolia Street Lakeland, Florida 33801
Shirley F. Henry	1231 East Magnolia Street Lakeland, Florida 33801

Article VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

Article IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

Article X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

Article XI - Incorporator

The names and addresses of the Incorporators to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Ann Marie Ortiz	1231 East Magnolia Street Lakeland, Florida 33801
Shirley F. Henry	1231 East Magnolia Street Lakeland, Florida 33801

Article XII - Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1231 East Magnolia Street, Lakeland, Florida 33801, and the name of the initial registered agent of the corporation at that address is Ann Marie Ortiz.

IN WITNESS WHEREOF, the undersigned, as incorporators, hereby execute these articles of incorporation this 17th day of September, 1998.

Ann Marie Ortiz
ANN MARIE ORTIZ, Incorporator

Shirley F. Henry
SHIRLEY F. HENRY, Incorporator

STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **ANN MARIE ORTIZ** and **SHIRLEY F. HENRY**, each of whom is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal this ____ day of September, 1998, at Lakeland, Florida.

(NOTARIAL SEAL)

Notary Public
State of Florida at Large
My Commission Expires:

To: The Department of State
Tallahassee, Florida 32304

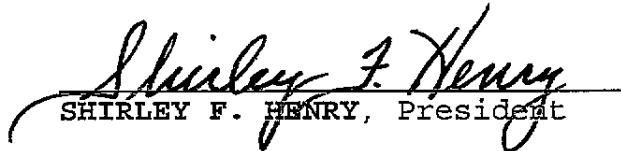
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

C & S TRUCK RENTAL, INC., with its place of business at 1231 East Magnolia Street, Lakeland, Florida 33801, has named ANN MARIE ORTIZ, located at 1231 East Magnolia Street, Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Dated: September 17, 1998.


SHIRLEY F. HENRY, President

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, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated: September 17th, 1998.


ANN MARIE ORTIZ,
Registered Agent