

SHEAR, NEWMAN, HAHN & ROSENKRANZ
PROFESSIONAL ASSOCIATION

DEBRA L. BOJE
GLENN M. BURTON
JEFFREY DREW BUTT⁴
BARBARA J. CONNER
JOSEPH FRANCIS DIACO, JR.
SCOTT P. DISTASIO⁵
SCOTT T. FARRELL
JAMES R. FREEMAN⁵
CARL A. GOLDMAN
WILLIAM E. HAHN²
THOMAS M. HOELER¹
BRUCE DOUGLAS LAMB

ATTORNEYS AT LAW

201 EAST KENNEDY BLVD.
TENTH FLOOR
TAMPA, FLORIDA 33602
POST OFFICE BOX 2378
TAMPA, FLORIDA 33601
(813) 228-8530
FAX (813) 221-9122

ROLAND J. LAMB²
MATTHEW J. MEYER
RODNEY W. MORGAN
JERRY L. NEWMAN^{2,5}
WILLIAM R. PAUL
JOSH L. POE
MARK J. RAGUSA
MINDY P. ROBBINS
STANLEY W. ROSENKRANZ³
MARILYN DRIVAS SANDBORN
KELLY JO SCHMEDT
CHRISTOPHER J. SCHULTE
L. DAVID SHEAR
EUGENE H. SMITH^{2,5}
TRICIA B. VALLES
PAUL M. WEEKLEY

¹BOARD CERTIFIED APPELLATE LAWYER
²BOARD CERTIFIED CIVIL TRIAL LAWYER
³BOARD CERTIFIED IN TAXATION
⁴BOARD CERTIFIED REAL ESTATE LAWYER
⁵CERTIFIED CIRCUIT COURT JUDGE

December 4, 1998

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

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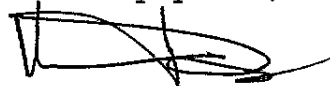
Re: ATA Truck & Auto Sales, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for ATA Truck & Auto Sales, Inc., along with my check in the amount of \$78.75 to cover the cost of filing the Articles. I would appreciate your returning a certified copy of the Articles in the enclosed, self-addressed, stamped envelope.

Should you have any questions, please call me collect at the above phone number.

Sincerely yours,



Marina Y. Scarr
Legal Assistant

MYS: [0406965.WP]

Enclosures

FILED
98 DEC -7 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSEY DEC 9 1998

ARTICLES OF INCORPORATION
OF
ATA TRUCK & AUTO SALES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of ATA TRUCK & AUTO SALES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I
Name

The name of the corporation is: ATA TRUCK & AUTO SALES, INC.

ARTICLE II
Commencement of Existence

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III
Purpose

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV
Duration

The term of existence of the Corporation is perpetual.

ARTICLE V
Authorized Shares

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.10 per share. The Corporation, as authorized by the board of directors may issue

shares for any consideration described in Section 607.0621,
Florida Statutes or otherwise provided by law.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1915-A 12th Street, Sarasota, FL 34236, and the name of the corporation's initial registered agent at that address is DIMITRI SCARR.

ARTICLE VII
Mailing Address and Principal Office Address

The mailing address and the address of the principal office of the Corporation is 1915-A 12th Street, Sarasota, FL 34236.

ARTICLE VIII
Initial Board

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws, but shall never be less than one (1) director. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Dimitri Scarr Director/President/ Treasurer/Secretary	1915-A 12th Street Sarasota, FL 34236

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Marina Scarr	389 Bobwhite Drive Sarasota, FL 34236

ARTICLE X
Subchapter S Election: Mandatory Distributions

In the event this corporation elects to be treated as an S Corporation pursuant to the Internal Revenue Code of 1986, as amended (the "Code"), and as long as the corporation's election to be an S Corporation is in effect, this Article X shall apply.

While its election to be an S Corporation is in effect, the corporation shall make to each shareholder a cash distribution at least equal in amount to an amount equal to the estimated federal and state income taxes attributable to such shareholder's pro rata share of the corporation's (i) terms of income (including tax exempt income), loss, deduction or credit, the separate treatment of which could affect the liability for tax of such shareholder and (ii) the non-separately computed income or loss, as more specifically provided in Section 1366(a) of the Code. This estimated tax liability, which shall be computed by the accountant who regularly prepares the corporation's tax returns, shall be computed on the basis of the highest marginal rate applicable to individuals on capital gains and other taxable income for the taxable year in question. Unless prevented from making any distributions under applicable state law, or the

shareholders unanimously otherwise agree, the total amount of the minimum mandatory dividend required by this Section shall be declared and paid no later than March 15 of the calendar year following the close of the corporation's taxable year. The total pro rata distributions already made to the shareholders during the applicable taxable year of the corporation shall be taken into account in determining the amount, if any, of additional distributions after the end of such year that must be made by March 15th in order to meet the requirement of this Section.

If the election to be an S Corporation is revoked or terminated, the corporation, during the post-termination transition period, as defined in Section 1377(b) of the Code, shall declare and pay pro rata cash distributions equal, in the aggregate, to the balance of the corporation's accumulated adjustments account, as defined in Section 1368 of the Code, except to the extent the shareholders unanimously agree to the election authorized by Section 1371(e)(2) of the Code or unless prevented from doing so by law.

ARTICLE XI

Bylaws


Either the board of directors or the shareholders may adopt, alter, or repeal bylaws; provided, however, (i) the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the board of directors; and (ii) any bylaw pertaining to "mandatory

distributions" may only be amended or repealed with the unanimous consent of the shareholders.

ARTICLE XII
Amendments

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 4 day of December, 1998.


MARINA SCARR, Incorporator

[0406740.WP]

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State or Florida.

1. The name of the corporation is: ATA TRUCK & AUTO SALES, INC.
2. The name and address of the registered agent and office is:

DIMITRI SCARR
1915-A 12th Street
Sarasota, FL 34236

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: _____


DIMITRI SCARR, Registered Agent

Date: 12-7-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA