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March 24, 1999

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

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-03/29/99-01053-021  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Freightliner of Tampa, Inc.

Ladies/Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with a check in the amount of \$78.75 in payment of the following charges:

1.	Fee for filing Articles of Incorporation	\$ 35.00
2.	Fee for obtaining certified copy of Articles of Incorporation	8.75
3.	Filing of certificate designating Registered Agent	35.00
	Total	\$ 78.75

I would appreciate your filing the original Articles of Incorporation and the certificate designating Registered Agent and returning to me a certified copy of the Articles of Incorporation as filed.

If you require further information or have questions, please do not hesitate to contact me.

Sincerely,

Mark K. Straley

Mark K. Straley

MKS/ds

Enclosures

W:\ATTY\MKS\CLIENT\FREIGHTLINER\SEC\STA.LTR.wpd

02/17/99

T. SMITH MAR 29 1999

**ARTICLES OF INCORPORATION  
OF  
FREIGHTLINER OF TAMPA, INC.**

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I**

**Corporate Name and Principal Office**

The name of this corporation is Freightliner of Tampa, Inc., and its principal office and mailing address is c/o Mark K. Straley, 100 S. Ashley, Suite 1500, Tampa, FL 33602.

**ARTICLE II**

**Duration**

The corporation shall have perpetual existence.

**ARTICLE III**

**General Nature of Business**

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

**ARTICLE IV**

**Capital Stock**

The aggregate number of shares of stock authorized to be issued by this corporation shall be 10,000 shares of common stock, each with a par value of \$1.00. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared

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and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

## **ARTICLE V**

### **Initial Registered Office and Agent**

The street address of the initial registered office of the corporation shall be 1200 South Pine Island Road, Plantation, FL 33324,, and the initial registered agent of the corporation at such address is CT Corporation System.

## **ARTICLE VI**

### **Initial Board of Directors**

The Corporation shall have two directors initially, whose names and addresses are:

<u>Name</u>	<u>Address</u>
William G. Gordon	4747 N. Channel Avenue, Portland, Or 97217
James T. Hubler	4747 N. Channel Avenue, Portland, OR 97217

The number of directors may be increased or diminished from time to time in accordance with the provisions of the corporation's by-laws, but shall never be less than one.

## **ARTICLE VII**

### **Incorporator**

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Mark K. Straley	100 South Ashley, Suite 1500 Tampa, FL 33602

## ARTICLE VIII

### By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE IX

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 26  
day of March, 1999.

Mark K Straley

Mark K. Straley, as Incorporator

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Freightliner of Tampa, Inc., desiring to organize under the laws of the State of Florida, hereby designates CT Corporation System, as its Registered Agent for the purpose of accepting service of process within such State and designates 1200 South Pine Island Road, Plantation, FL 33324, the business office of its Registered Agent, as its Registered Office.

By: Mark K Straley  
Mark K. Straley, Subscriber

**ACKNOWLEDGMENT AND CONSENT  
OF REGISTERED AGENT**

(See Exhibit A Attached)

CT CORPORATION SYSTEM

520 Pike Street  
Seattle, WA 98101  
Tel. 206 622 4511  
Fax 206 621 8813

FLORIDA

CONSENT TO SERVE AS REGISTERED AGENT

CT Corporation System having been designated to act as  
Registered agent hereby agrees to act in this capacity for the following  
Corporation: Freightliner of Tampa Inc.

CT Corporation System

  
Kathleen C. Garipey, Asst. Sec.

Date:

CT Corporation System  
1200 South Pine Island Road  
Plantation, FL 33324

EXHIBIT A

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