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KEVIN T. CARLILE  
255 Paradise Boulevard, Suite 31  
Indianapolis, Florida 32903

FILED  
AUG - 9 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 2, 1999

Secretary of State  
Division of Corporations  
409 Gaines Street  
Tallahassee, Florida 32399

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-08/03/99--01100--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Carlile Trucking, Inc.

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for filing in the referenced corporation. Please file same and issue and return to me a certified copy of same, together with the Charter.

Thank you for your cooperation and prompt attention herein.

Yours truly,

*Kevin T. Carlile*

Kevin T. Carlile

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CARLILE TRUCKING, INC.**

**ARTICLE I - NAME**

The name of the corporation is **CARLILE TRUCKING, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all-lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of One Dollars (\$1.00) par value stock, which shares shall be designated "Common Shares".

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the same for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 255 Paradise Boulevard, Suite 31, Indialantic, Florida 32903 the name of the initial registered agent of this corporation at that address is: **KEVIN T. CARLILE.**

#### **ARTICLE VIII – INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of this corporation is: 255 Paradise Boulevard, Suite 31, Indialantic, Florida 32903, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

#### **ARTICLE IX – INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

**KEVIN T. CARLILE**  
255 Paradise Boulevard, Suite 31  
Indialantic, Florida 32903

#### **ARTICLE X – INCORPORATOR**

The names and addresses of the persons executing these Articles of Incorporation is:

**KEVIN T. CARLILE**  
255 Paradise Boulevard, Suite 31  
Indialantic, Florida 32903

#### **ARTICLE XI – BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE XII – CALLING OF SPECIAL MEETINGS**

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

#### **ARTICLE XIII – SHAREHOLDERS QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIV – INDEMNIFICATION**

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

#### **ARTICLE XV – AMENDMENT**

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

#### **ARTICLE XVI – RESTRICTIONS OF TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

**KEVIN T. CARLILE** ..... 1000 Shares

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation of the corporation.

**IN WITNESS WHEREOF**, the undersigned subscribers have executed these Articles of Incorporation this 2<sup>nd</sup> day of August 1999.

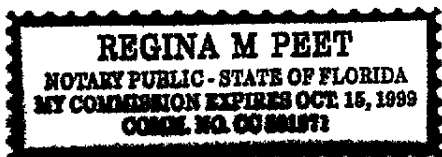
  
Kevin T. Carlile

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATE OF FLORIDA  
COUNTY OF BREVARD**

**BEFORE ME**, an officer duly authorized in the state and county aforesaid to take acknowledgements, personally appeared: **KEVIN T. CARLILE**, who, after being duly sworn on oath and who is personally known, acknowledged before me that she is the person named in and who executed the foregoing Articles of Incorporation as the Incorporators for the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal in the State and County aforesaid this 2<sup>nd</sup> day of August 1999.



  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

**KEVIN T. CARLILE**, hereby certifies that he is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document he reaffirms that he agrees to serve as Registered Agent.

  
\_\_\_\_\_  
Kevin T. Carlile