

ARTICLES OF ORGANIZATION
OF
ADVANCED FLEET SERVICES, LLC

TO THE JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA:

The undersigned, for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of the Alabama Limited Liability Company Act (the "Act"), Section 10-12-1, et seq., Code of Alabama (1999), does hereby certify as follows:

1. NAME. The name of the Company is:

Advanced Fleet Services, LLC

2. OPERATING AGREEMENT. The members of the Company (the "Members") may enter into an operating agreement to regulate and establish the affairs of the Company, the conduct of its business and the relations of its Members.

3. DURATION AND DISSOLUTION.

(a) General. The period of the Company's duration shall be perpetual, provided that the Company shall be dissolved and its affairs shall be wound up upon the occurrence of the first of any of the following events:

(i) the written consent of all Members to dissolve;

(ii) the cessation of membership of all Members of the Company, unless the holders of all of the financial rights agree in writing, within ninety (90) days after the cessation of membership of the last Member, to continue the legal existence and business of the Company and to appoint one or more new Members;

(iii) when the Company is not the successor in a merger or consolidation of the Company with one or more entities; or

(iv) upon the entry of a decree of judicial dissolution pursuant to the Act.

(b) Winding Up Of Business. All Members who have not wrongfully dissolved the Company may participate in the winding up of the Company's business and affairs. Such Members may preserve the Company business or property as a going concern for a reasonable time, prosecute and defend actions and proceedings, settle and close the Company's business, dispose of and transfer property, discharge the Company's liabilities, distribute the assets of the Company pursuant to the Act, file articles of dissolution pursuant to the Act, dispose of known claims against the Company under the procedure described in the Act, publish notice of dissolution pursuant to the procedures in the Act concerning unknown claims, and perform other necessary and appropriate acts.

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4. PURPOSES. The Company has been organized to buy, sell, exchange, lease, acquire, deal in and with, trucks and trailers of every type and description and to conduct all business appertaining to such purposes. The Company may also transact any other lawful business for which a limited liability company may be formed under the Act, but nothing contained herein shall be construed as authorizing the Company to carry on the business of banking, insurance or to act as a trust company, securities broker, securities dealer or investment advisor.

5. INITIAL REGISTERED OFFICE AND AGENT. The location and mailing address of the initial registered office of the Company, and the name of its initial registered agent at such address are as follows:

Randall W. Littrell, Jr.
1313 Colonial Way
Alabaster, Alabama 35007

6. ORGANIZER. The name and mailing address of the Organizer of the Company are as follows:

Matthew W. Barnes
420 North 20th Street, Suite 1600
Birmingham, Alabama 35203

7. INITIAL MEMBERS. The names and mailing addresses of the initial Member of the Company is as follows:

NAME

ADDRESS

Randall W. Littrell, Jr.

1313 Colonial Way
Alabaster, Alabama 35007

8. ADDITIONAL AND SUBSTITUTE MEMBERS. Any new or substitute Members shall be admitted to the Company only upon the written consent of a majority of the Members, or as otherwise expressly authorized under any operating agreement executed by the Members.

9. CESSATION OF MEMBERSHIP. The cessation of membership of all Members will result in the dissolution of the Company unless the holders of all the financial rights in the Company agree in writing, within ninety (90) days after the cessation of membership of the last Member, to continue the legal existence and business of the Company and to appoint one or more new Members.

10. MANAGEMENT BY THE MEMBERS. Management of the Company is vested in its Members pursuant to the Act.

11. INDEMNIFICATION OF MEMBERS, OFFICERS, EMPLOYEES AND AGENTS. The Company may indemnify its Members, officers, agents and employees to the maximum extent permitted by law.

12. AMENDMENT. The Company reserves the right to amend, alter, change or repeal any provision contained in these Articles of Organization in the manner now or hereafter provided by law, and all rights conferred upon holders of membership interests herein are granted subject to this reservation; provided, however, that no such amendment, alteration, change or repeal shall be effective without approval of a majority of the Members.

IN WITNESS WHEREOF, the undersigned, being the Organizer of the Company, has executed these Articles of Organization on this the 10th day of July, 2000.


MATTHEW W. BARNES

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