

DOUGLAS C. ROGERS & Co., P.C.

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PO0000032133

VIA HAND DELIVERY

March 30, 2000

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

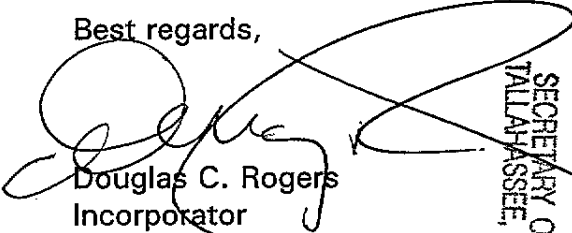
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*****78.75 *****78.75

Re: Incorporation filings for VOGELMAN TRUCKING, INC.

Greetings:

Please find enclosed for filing the original and one copy of the Articles of Incorporation of the above-referenced company, accompanied by a check in the amount of \$78.75 which represents the total amount due for the Filing Fee and Certificate.

Best regards,



Douglas C. Rogers
Incorporator
Post Office Box 548
Moultrie, Georgia 31776
(912) 891-3000

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 30 AM 10:53

APPROVED
AND
FILED

DCR:sps

Enclosures - Original and one copy of Articles of Incorporation; Check for \$78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 30 AM 10:50

RECEIVED

Will Wait

TSMITH MAR 30 2000

ARTICLES OF INCORPORATION
OF
VOGELMAN TRUCKING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

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

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of this corporation shall be 4304 Londontown Road, Titusville, Brevard County, Florida 32796. The mailing address shall be Post Office Box 548, Moultrie, Colquitt County, Georgia 31776.

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares.

ARTICLE IV

The name and address of the initial registered agent is: Ellen Vogelmann, 4304 Londontown Road, Titusville, Brevard County, Florida 32796.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAR 30 AM 10:53

APPROVED
AND
FILED

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is **DOUGLAS C. ROGERS, 2711 SOUTH MAIN STREET, MOULTRIE, GEORGIA 31768.**

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) To fix, determine, and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital.
- (b) To set apart out of any of the funds of the corporation legally available for dividends a reserve or reserves for any proper purposes or to abolish any such reserve or reserves in the manner in which created.
- (c) To make, amend, alter, change, add to, or repeal By-Laws of the corporation, without any action on the part of the shareholders. The By-Laws made by the directors may be amended, altered, changed, added to, or repealed by a majority or a quorum of the shareholders.
- (d) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real or personal property of the corporation.
- (e) From time to time to determine whether and to what extent, at what time and place, and under what conditions and regulations the accounts and books

of the corporation, or any of them, shall be open to the inspection of any shareholder; and no shareholder shall have any right to inspect any account or book or document of the corporation except as conferred by statute or By-Laws or as authorized by resolution of the shareholders or Board of Directors.

(f) To authorize the payment of compensation to the directors for services to the corporation, including fees and expenses for attendance at meetings of the Board of Directors, the executive committee, and other committees and salaries for serving as such directors or committee members, and to determine the amount of such compensation.

(g) From time to time to formulate, establish, promote, and carry out, and to amend, alter, change, revise, recall, repeal, or abolish a plan or plans for the participation by all or any of the employees, including directors and officers, of the corporation, or of any corporation, company, association, trust, or organization in which or in the welfare of which the corporation has any interest, and those actively engaged in the conduct of the corporation's business, in the profits, gains, or business of the corporation or of any branch or division thereof, as part of the corporation's legitimate expenses and for the furnishing to such employees, directors, officers, or persons, or any of them, at the corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as the Board of Directors shall determine.

(h) From time to time to formulate, establish, and carry out, and to amend, alter, change, revise, recall, repeal, or abolish, a plan or plans providing for the purchase of shares of stock of the corporation by, or for the granting of options or other rights to purchase shares of stock of the corporation, to all or any of the officers and other employees of the corporation upon such terms and conditions and for such consideration as the Board of Directors may determine in good faith to be fair and reasonable.

ARTICLE VII

The initial Board of Directors shall consist of **Ellen Vogelman**.

THE UNDERSIGNED INCORPORATOR executed these Articles of Incorporation this the 30 day of MARCH, 2000.


DOUGLAS C. ROGERS

DOUGLAS C. ROGERS & CO., P.C.
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Moultrie, Georgia 31776
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 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 OF FLORIDA.

1. The name of the corporation is **VOGELMAN TRUCKING, INC.**
2. The name and address of the registered agent and office is:

**ELLEN VOGELMAN
4304 LONDONTOWN ROAD
TITUSVILLE, FLORIDA 32796**

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.

Ellen Vogelman

Signature of Registered Agent

3-30-00

Date

APPROVED
AND
FILED
00 MAR 30 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations, Post Office Box 6327, Tallahassee, Florida 32314