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CT CORPORATION SYSTEM

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01 OCT - 1 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

PalletOne of Florida, Inc.

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*****70.00 *****70.00

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<input type="checkbox"/> Nonprofit		
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	<input type="checkbox"/> Reinstatement	
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<input type="checkbox"/> Mail Out		

Name _____
Availability _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

10/1/01

Order#: 4817430

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
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Fax 850 222 7615

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

J. BRYAN OCT - 1 2001

ARTICLES OF INCORPORATION
OF
PALLETONE OF FLORIDA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, for the purpose of organizing a corporation for conducting the business and promoting the purposes hereinafter stated, in compliance with the provisions and subject to the requirements of the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is PalletOne of Florida, Inc. (the "Corporation").

ARTICLE II

REGISTERED AGENT

The address of the registered office of the Corporation in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the registered agent is C T Corporation System.

ARTICLE III

PRINCIPAL OFFICE

The principal place of business of the corporation is 1470 US Highway 17 South, Bartow, Florida, 33830.

ARTICLE IV

PURPOSE

The purpose for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

A. The aggregate number of shares of capital stock that the Corporation will have authority to issue is 1,000 shares of common stock, par value \$0.01 per share.

B. No shareholder of the Corporation shall, by reason of being a shareholder, have any preemptive right to acquire additional, unissued or treasury shares of the Corporation, or securities

convertible into or carrying a right to subscribe to or to acquire any shares of any class of the Corporation now or hereafter authorized.

C. No shareholder shall have the right to cumulate votes at any election for directors of the Corporation.

ARTICLE VI

CORPORATE MATTERS

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors of the Corporation shall be from time to time fixed by, or altered in the manner provided in, the Bylaws of the Corporation. The number of directors constituting the initial board of directors is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until his successor is elected and qualified are:

<u>Name</u>	<u>Address</u>
Howe Q. Wallace	1470 US Highway 17 South Bartow, Florida 33830
Joseph B. Longino, Jr.	8111 Preston Road, Suite 711 Dallas, Texas 75225
Casey A. Fletcher	1470 US Highway 17 South Bartow, Florida 33830

ARTICLE VII

AMENDMENTS

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to adopt, amend, and repeal, from time to time, Bylaws of the Corporation.

ARTICLE VIII

DURATION OF EXISTENCE

The Corporation will have a perpetual existence.

ARTICLE IX

RIGHT TO AMEND

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE X

LIABILITY OF DIRECTORS

The liability of the directors of the Corporation to the Corporation or its shareholders for monetary damages for acts or omissions occurring in their capacity as directors shall be limited to the fullest extent permitted by the laws of the State of Florida and any other applicable law, as such laws now exist and to such greater extent as they may provide in the future.

Any repeal or modification of these Articles shall operate prospectively only and shall not adversely affect the rights existing at the time of such repeal or modification of any of the aforementioned persons.

ARTICLE XI

INDEMNIFICATION

The Corporation shall indemnify and advance expenses to each person who is or was a director or officer of the Corporation in every capacity in which such person serves for which the Corporation may or is required to indemnify or advance expenses to such person, for amounts incurred by such person in connection with any action, suit, or proceeding to which such person was, is or may be a party by reason of such person's position with the Corporation or service on behalf of the Corporation, when and to the fullest extent permitted or required by the laws of the State of Florida and any other applicable law, as such laws now exist and to such greater extent as they may provide in the future.

Any repeal or modification of these Articles shall operate prospectively only and shall not adversely affect the rights existing at the time of such repeal or modification of any of the aforementioned persons.

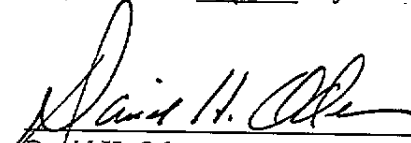
ARTICLE XII

INCORPORATOR

The name of the incorporator of the Corporation is David H. Oden, whose mailing address is 1600 N. Collins Blvd., Suite 2000, Richardson, Texas 75080.

* * * * *

IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, does now make these Articles, hereby declaring and certifying that this is my act and deed and that the facts herein stated are true, and accordingly have hereunto set my hand this 27th day of September, 2001.



David H. Oden

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for PalletOne of Florida, Inc. at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

9-28-01
Date

Maria Ozaeta
_____, Registered Agent
Maria Ozaeta
Vice President

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TALLAHASSEE, FLORIDA