

P96000046700

Department of State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

May 2, 1996

FILED

96 MAY 28 PM 2:36

SECRET
TALLAHASSEE, FLORIDA

Dear Sir:

This is to notify you that White Sands Express, Inc. will engage in the business of long haul trucking with the principle office to be located at 4580 Yacht Harbor Dr., Pensacola, Fl. 32514.

With regards,

Albert Eugene Mosser

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****122.50 ****122.50

AMERICAN TRUCK SERVICE
P.O. DRAWER 17308
PENSACOLA, FL. 32522

TH
5-3-96

ARTICLES OF INCORPORATION

OF

White Sands Express, Inc.

FILED
96 MAY 28 PM 2:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together and make, subscribe, and file with the Secretary of State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the Laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be: White Sands Express, Inc.

ARTICLE II

Business, Objects, or Purposes

The corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 5000 Shares, having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or service at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stockholders entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE IV

Capital to Begin Business

The amount of capital with which this corporation will begin business will be \$5000.00.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Principle Office

The principle office of this corporation shall be located at 4580 Yacht Harbor Dr., Pensacola, Fl. 32514, but the corporation shall have the power to relocate its principle office or to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

First Board of Directors

The names and street addresses of the members of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified, are:

Alford Eugene Messer

President

James Eugene Messer

Vice President

ARTICLE IX

Subscribers

The names and street addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
1. <u>Alford Eugene Messer</u>	<u>4580 Yacht Harbor Dr., Pensacola, FL 32514</u>

ARTICLE X

Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that (he) or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if (he) were not such officer or director of such other corporation or member of such firm, or not so interested.

ARTICLE XI

By-laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-laws or amendments thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which has been altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of this State or of the United States.

ARTICLE XII

Amendment of Articles of Incorporation

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 proscribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I (We), the undersigned, have executed these Articles for the uses and purposes therein stated.

Alford Eugene Messer

STATE OF FLORIDA
COUNTY OF

BEFORE ME, the undersigned authority, on this 22nd day of May,
1996, personally appeared Alford Eugene Messer

to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Betty G. Brock
Notary

My commission expires:

I.D.# M260-005-34-088-0
Fla. Drivers License

BETTY G. BROCK
"Notary Public-State of FL"
Comm. Exp April 21, 1999
Comm. No: CC489684

FILED
96 MAY 28 PM 2 36
SECRET
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

White Sands Express, Inc. a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 4580 Yacht Harbor Dr. Pensacola, Fl., in the City of Pensacola, County of Escambia, State of Florida, has named James E. Messer located at _____, City of Pensacola, County of Escambia, State of Florida, as its agent to accept service of process within this State.

Wiford Eugene Messer
Officer's Name Wiford Eugene Messer

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name in some conspicuous place in office as required by law.

James E. Messer
Resident Agent James E. Messer

P96000046700

White Sands Express Inc

8084 N. Davis Hwy. Suite 208
Poncaola, Fl. 32514

City/State/Zip

Phone #

500002073635--6
-01/30/97--01045--015
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

97 JAN 30 PM 2:23
FILED
TALLAHASSEE FLORIDA

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend

VS FEB 5 1997

Examiner's Initials

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 JAN 30 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

White Sands Express, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Bessie Lowrimore will replace current vice president in the office of vice- president as of October 1996.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: October 1, 1996

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 27th day of January, 19 97

Signature Alford E. Messer
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Alford E. Messer
Typed or printed name

Pres.
Title

P96000046700

Requestor's Name

WHITE BANDS EXPRESS
8004 N. Davis Hwy., Suite 200
Panama City, FL 32014

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
 97 AUG 27 AM 7:44
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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 \$35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

Joe *8/27*

ARTICLES OF DISSOLUTION

FILED
97 AUG 27 AM 7:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: White Sands Express, Inc.
2084 N. Dixie Hwy Suite 288, Pompano Fl 33064

SECOND: The articles of incorporation were filed on: May 28 96

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 27 day of Aug, 19 97.

Signature Alford E. Messer
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Alford E. Messer
(Typed or printed name)

President
(Title)



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 15, 1997

WHITE SANDS EXPRESS
8084 N. DAVID HIGHWAY
SUITE 288
PENSACOLA, FL 32514

SUBJECT: WHITE SANDS EXPRESS, INC.
Ref. Number: P96000046700

We have received your document for WHITE SANDS EXPRESS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted two documents to dissolve the subject corporation. Please choose the correct type of dissolution according to Florida Statutes and resubmit only one document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 897A00041493