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LAW OFFICES
J. RICHARD SMITH
Golden Gate Estates
21 GOLDEN GATE BOULEVARD EAST
NAPLES, FLORIDA 33964

FILED STATIONS
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 MAR - 7 AM
17

Golden Gate Estates

Phone (941) 455-5020
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February 27, 1997

Division of Corporations
Department of State
ATTN: Corporate Division
Post Office Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: Class A Trucking, Inc.

Dear Sir or Madam:

Enclosed please find the following:

1. An original and one copy of the Articles of Incorporation,
2. Designation of Resident Agent on the above-referenced company,
3. Our check number 1219 in the amount of \$122.50, and,
4. A self-addressed, stamped envelope.

Kindly file the enclosed papers and return a certified copy to this office in envelope which has been provided. Thank you very much.

Very truly yours,

J. Richard Smith

JRS/jgm

Enclosures

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Richard Smith gave permission to correct art. Fifth - BT 3/13

BT 3/14

**ARTICLES OF INCORPORATION
OF
Class A Trucking, Inc.**

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The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the corporation is Class A Trucking, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with no stated value.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable whether in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

FIFTH: The initial street address in Florida of the initial principal office of the corporation is 595 11th Street N. W., Naples, Florida 34120 and the name of the initial registered agent is J. D. Herron at 1940 39th Street S. W., Naples, Florida 34117.

SIXTH: The initial board of directors shall consist of four(4) members, who need not be resident of the State of Florida or shareholder of the corporation.

SEVENTH: The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Name	Number & Street	City	State	Zip Code
J. D. Herron	1940 39th Street S. W.	Naples	FL	34117
Karen Brown	595 11th Street N. W.	Naples	FL	34120
Charlene Herron	1940 39th Street S. W.	Naples	FL	34117
H. Skip Brown	595 11th Street N. W.	Naples	FL	34120

EIGHTH: The name and address of the initial incorporator is as follows:

Name	Number & Street	City	State	Zip Code
J. D. Herron	1940 39th Street S. W.	Naples	FL	34117

NINTH: An affirmative vote of a majority of the shares of the corporation shall be required for any shareholder action.

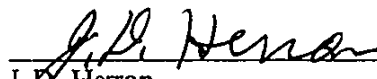
TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ELEVENTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the share of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (authorized and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder all shares of common stock currently authorized (authorized and issued).

TWELFTH: The address of the principal office is: 595 11th Street N. W., Naples, FL 34117.

THIRTEENTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one shareholder as many votes as the number of directors to be elected multiplied by the number of said shareholder's shares, to distribute them among as many candidates as said shareholder may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

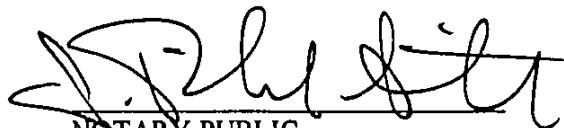
IN WITNESS WHEREOF, THE UNDERSIGNED has executed these Articles of Incorporation at Naples, Florida, on the 1st day of ~~February~~ ^{MARCH}, 1997.



J. D. Herron
Incorporator

STATE OF FLORIDA)
COUNTY OF COLLIER)

The foregoing Articles of Incorporation of Class A Trucking, Inc., acknowledged before me this 1st day of ~~February~~ ^{MARCH}, 1997, by J. D. Herron, who is personally known to me and who being by me first duly sworn, on oath did depose and say that he executed the foregoing Affidavit and that the statements contained therein are true and correct to the best of his knowledge, information and belief.



NOTARY PUBLIC
Printed Name
My Commission Expires:



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

FILED - STATE
SECRETARY OF CORPORATIONS
97 MAR - 7 AM 8:17

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

FIRST -- That Class A Trucking, Inc., with its principal office, as indicated in the Articles of Incorporation at City of Naples, Collier of Collier, State of Florida has named

J. D. Herron
1940 39th Street S. W
Naples, Florida 34117

City of Naples, County of Collier, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: J. D. Herron
J. D. Herron

DATED THIS 1st day of MARCH ~~February~~, 1997.