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SCOTT G. SCHILDBERG
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

March 24, 1997

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

RECEIVED
3-21-97

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-03/25/97--01053--004
***122.50 ***122.50

Re: ATC Logistics Corporation

Gentlemen:

Enclosed for filing are Articles of Incorporation and Certificate of Acceptance of Designation of Registered Agent for ATC Logistics Corporation, a new Florida corporation. Our firm check in the amount of \$122.50 is also enclosed.

These Articles are to be effective on the date of signing (3/21/97). Please expedite the filing to insure that they will be effective on March 21, and return a certified copy to the attention of the undersigned.

Thank you for your attention to this matter. If you have any questions or concerns, please do not hesitate to call me collect at the above number.

Very truly yours,

Norma W. McCormick
Norma W. McCormick
Legal Assistant

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
7 MAR 25 PM 12: 59
FILED

JDMJr:nm
Enclosures

ARTICLES OF INCORPORATION
OF
ATC LOGISTICS CORPORATION

RECEIVED
3-21-97

ARTICLE I

NAME

The name of this corporation is ATC Logistics Corporation.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation is One Independent Drive, Suite 3000, Jacksonville, FL 32202. The mailing address of the corporation is Post Office Box 59, Jacksonville, FL 32201.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of one dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

FILED
97 MAR 25 PM 12: 59
TALLAHASSEE, FLORIDA

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and primary office of this corporation in the State of Florida is One Independent Drive, Suite 3000, Jacksonville, FL 32202. The name of the initial registered agent of this corporation at that address is Norma W. McCormick. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Norma W. McCormick

ADDRESS

One Independent Drive
Suite 3000
Jacksonville, FL 32202

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 21st day of March, 1997.


 (SEAL)
Norma W. McCormick, Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF**

ATC LOGISTICS CORPORATION

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon ATC Logistics Corporation, a corporation organized under the laws of the State of Florida, does hereby state that she is familiar with the obligations of the position of Registered Agent and that she does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 3000, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida, on this 21st day of March, 1997.


Norma W. McCormick
Registered Agent

FILED
97 MAR 25 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA