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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: LEBOEUF, LAMB, GREENE & MACRAE
CONTACT: JANIS ELDRIDGE
PHONE: (904)630-5384

EFFECTIVE DATE
10-3-97

ACCT#: 103727002525

FAX #: (904)353-1673

NAME: GENERAL PARCEL CORPORATION

AUDIT NUMBER.....H97000016920

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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FLORIDA DIVISION OF CORPORATIONS
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FAX AUDIT NUMBER

--- OTHER FUNCTIONS ---

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 10 PM 3:06

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B. McKnight OCT 10 1997

FILED
97 OCT 10 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GENERAL PARCEL CORPORATION

EFFECTIVE DATE
10-3-97

ARTICLE I - NAME

The name of this Corporation is General Parcel Corporation.

ARTICLE II - ADDRESS

The principal office and mailing address of this Corporation is 1910 San Marco Boulevard, Jacksonville, Florida 32207.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 1,000,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 N. Laura Street, Jacksonville, Florida 32202 and the name of its initial registered agent at such address is Douglas G. Stanford.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1) and the name and address of each person who is to serve as a member thereof is:

Douglas G. Stanford, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 630-5354
Bar No. 513245

H97000016920

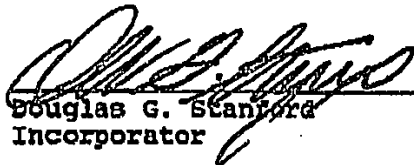
T. Wayne Davis
1910 San Marco Boulevard
Jacksonville, Florida 32207

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Douglas G. Stanford, 50 N. Laura Street, Suite 2800, Jacksonville, Florida 32202.

The effective date of these Articles of Incorporation shall be October 3, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of October, 1997.



Douglas G. Stanford
Incorporator

Douglas G. Stanford, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 630-5354
Bar No. 513245

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That General Parcel Corporation desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Douglas G. Stanford, located 50 N. Laura Street, Suite 2800, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.




Douglas G. Stanford
Incorporator

October 10, 1997

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Douglas G. Stanford, hereby agrees to act in this capacity, and Douglas G. Stanford further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



Douglas G. Stanford

October 10, 1997

Date

JK107563.1

Douglas G. Stanford, Esq.
LeBoeuf, Lamb, Greene & MacRae, L.L.P.
50 N. Laura Street, Suite 2800
Jacksonville, FL 32202
(904) 630-8354
Bar No. 513245

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