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DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

FILED

98 SEP 23 PM 1:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NUMBER: FCA-00000017

REFERENCE:
(Sub Account) _____

DATE: 9/23/98

200002647682-8

REQUESTOR NAME: CARLTON FIELDS

ADDRESS: P. O. BOX 190

TALLAHASSEE, FL 32302

TELEPHONE: (850) 224-1585

CONTACT NAME: AILSA

CORPORATION NAME: _____

ENTITY NUMBER:
(if applicable) _____

AUTHORIZATION: Ailsa Ancheta

- | | | |
|---|---|--|
| <input type="checkbox"/> Certified Copy (1-9) | <input type="checkbox"/> UCC'S | <input type="checkbox"/> Certificate of Status |
| <input checked="" type="checkbox"/> New Filings | <input type="checkbox"/> Plain Stamped Copy | <input type="checkbox"/> Annual Report |
| <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> Amendments | <input type="checkbox"/> Registration |
| <input type="checkbox"/> Call When Ready | <input checked="" type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

RECEIVED
98 SEP 23 PM 3:51
DIVISION OF CORPORATION

Y#58890.1

Filing

P. Hall

SEP 24 1998

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91214/99888

**ARTICLES OF INCORPORATION
of
D'NERO ENTERPRISES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is D'nero Enterprises, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

1. To engage in commercial freight transportation.
2. To transact any other lawful business.

ARTICLE IV - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

ARTICLE V - CAPITAL STOCK

A. This corporation is authorized to issue 200 shares of \$1.00 par value common stock, which shall be designated "common shares."

B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

2028 Foster Drive
Tallahassee, Florida 32303.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the principal registered office of this corporation is 2028 Foster Drive, Tallahassee, FL 32303 and the name of the initial registered agent of this corporation at that address is George E. Nero, Jr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one or more than fifteen. The names and addresses of the initial directors of this corporation are:

George E. Nero, Jr.
2028 Foster Drive
Tallahassee, Florida 32303

Desiree' S. Nero
2028 Foster Drive
Tallahassee, Florida 32303

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles are:

Alton L. Lightsey
215 South Monroe Street
Suite 500
Tallahassee, Florida 32301.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

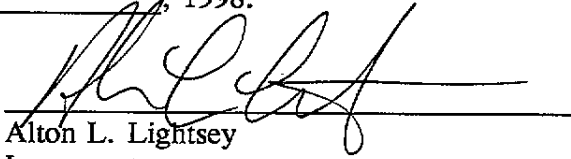
ARTICLE XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

ARTICLE XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of September, 1998.



Alton L. Lightsey
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



George E. Nero, Jr.
Date: 9-18-98

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