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MAIL TO:
POST OFFICE BOX 1831
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January 11, 2000

VIA FEDERAL EXPRESS

Ms. Neysa Culligan
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32399

RE: **Polarcart, Inc.**

FILED
00 JAN 12 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Dear Neysa:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned at your earliest convenience. Our check in the amount of \$78.75 for the filing fee is enclosed. A return envelope is enclosed for your convenience in returning the certified copy of the Articles.

Should you have any questions regarding this request, please do not hesitate to call me. Thank you for your cooperation in this matter. With best regards for the new year.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE


Pamela J. Henry
Secretary for Stephen B. Shell

:pjh
Enclosures
B1787.00000

N. Culligan JAN 12 2000

ARTICLES OF INCORPORATION

OF

POLARCART, INC.

FILED

00 JAN 12 PM 1:20

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I. - NAME

The name of this corporation is POLARCART, INC.

ARTICLE II. - PURPOSE

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 100,000 shares of One Dollar (\$1.00) par value common stock..

ARTICLE IV. - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

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

162 Commercial Drive
Cantonment, Florida 32533

The Board of Directors may change the address from time to time to any other address in the State of Florida.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 162 Commercial Drive, Cantonment, Florida 32533, and the name of the initial registered agent of this corporation at that address is Melvin R. Leader.

ARTICLE VII. - INITIAL DIRECTORS

This corporation shall have two (2) 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. The names and addresses of the initial directors of this corporation are:

Melvin R. Leader	Robert R. Williams
162 Commercial Drive	3650 Old Shell Road
Cantonment, Florida 32533	Mobile, Alabama 36608

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles is:

Melvin R. Leader
162 Commercial Drive
Cantonment, Florida 32533

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation,

stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege or purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege or purchasing as to any shares of stock less than the total number of shares involved in such offer.

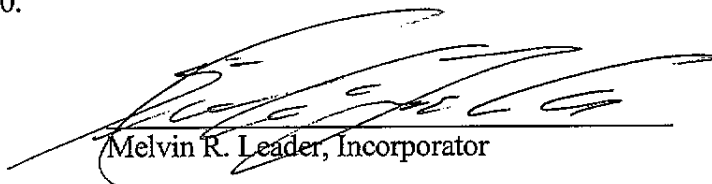
ARTICLE XI. - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XII. - 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 subscriber has executed these Articles of Incorporation this 10 day of January, 2000.

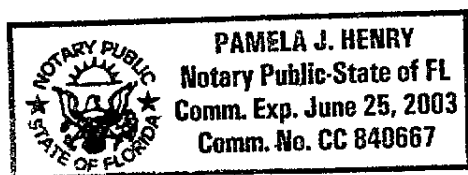

Melvin R. Leader, Incorporator

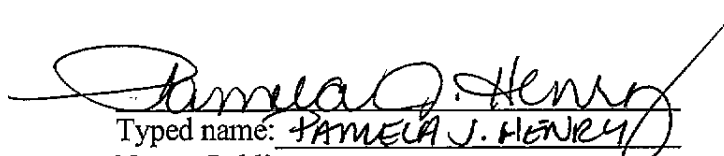
STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Melvin R. Leader, who is personally known to me or who produced _____ as identification, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10th day of January, 2000.

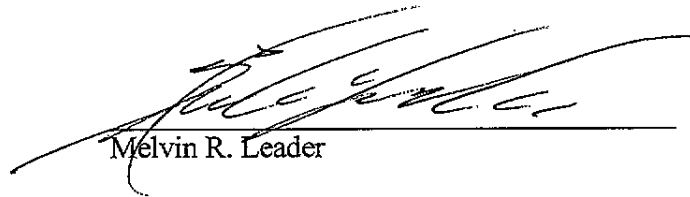



Typed name: PAMELA J. HENRY
Notary Public
My commission expires: 6/25/03

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for POLARCART, INC., at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: January 10, 2000



Melvin R. Leader

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA