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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 628467 9153A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizeto

00 MAR 17 AM 9:05

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : March 16, 2000

ORDER TIME : 5:56 PM

ORDER NO. : 628467-005

CUSTOMER NO: 9153A

8000003173618--6

CUSTOMER: Jerry C. Cobb, Esq
JERRY C. COBB ATTORNEY AT LAW
JERRY C. COBB ATTORNEY AT LAW
Suite 206-207
501 So. Ft. Harrison Avenue
Clearwater, FL 33756

DOMESTIC FILING

NAME: ALL AMERICAN TRANSPORT
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Erika Carlson

EXAMINER'S INITIALS:

OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAR 17 AM 8:45

RECEIVED

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FILED
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DIVISION OF CORPORATIONS

00 MAR 17 AM 9:05

ARTICLES OF INCORPORATION

of

ALL AMERICA TRANSPORT SERVICES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

ALL AMERICA TRANSPORT SERVICES, INC.

ARTICLE II. PLACE OF BUSINESS

The principal place of business of this corporation shall be 7910 44th Street North, Pinellas Park, FL 33781, and the mailing address of the corporation shall be the same.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares of common stock having \$1.00 par value per share.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 7910 44th Street North, Pinellas Park, FL 33781 and the name of the initial registered agent of the corporation at that address is JULIE KNOUS.

ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: JULIE KNOUS, 7910 44th Street North, Pinellas Park, FL 33781.

ARTICLE VIII. PREEMPTIVE RIGHTS

Every shareholder upon the offering for sale 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 at the price and upon the terms at which it is offered to others by the Corporation.

ARTICLE IX. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors, initially. The names and addresses of the members of the Board of Directors are: DANIEL S. KNOUS and JULIE KNOUS, 7910 44th Street North, Pinellas Park, FL 33781.

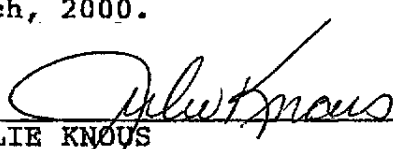
ARTICLE X. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

DANIEL S. KNOUS	President
7910 44th Street North	
Pinellas Park, FL 33781	

JULIE KNOUS	Vice President/Secretary/Treasurer
7910 44th Street North	
Pinellas Park, FL 33781	

IN WITNESS WHEREOF, the undersigned JULIE KNOUS has hereunto set her hand this 10th day of March, 2000.


JULIE KNOUS

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ALL AMERICA TRANSPORT SERVICES, INC.

2. The name and address of the registered agent and office is:

JULIE KNOUS

(Name)

7910 44th Street North

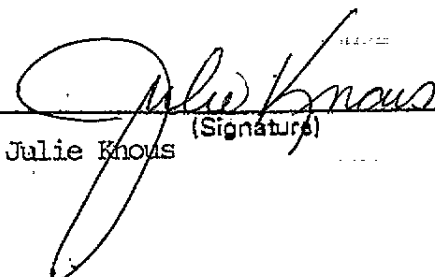
(P.O. Box not acceptable)

Pinellas Park, FL 33781

(City/State/Zip)

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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.


(Signature)

Julie Knous

March 10, 2000