

ARTICLES OF INCORPORATION

OF

BITTON TRUCKING INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida and we hereby certify:

I.

That the name of the corporation is:

BITTON TRUCKING INCORPORATED

II.

Said corporation is organized at, and the place of its general offices shall be, *705 South Beach St. # 17, Daytona Beach, Florida 32114*, but other places of business may be established at such other places within or without the State of Florida, as the board of directors may deem advisable.

III.

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows, to wit:

TRUCKING

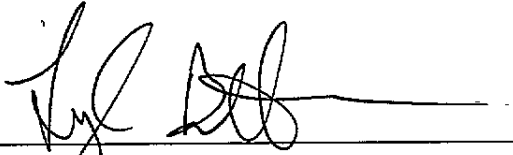
IV.

That the names of the incorporators, their places of residence, and the amount of capital stock each has subscribed are as follows, to wit:

<u>Name</u>	<u>Residence</u>	<u>No. of Shares</u>
<i>Tyler Bitton</i> <i>President</i>	<i>705 S BEACH ST NO 17</i> <i>DAYTONA BEACH FL 32114</i>	<i>1,000</i>

00 APR 27 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



Registered Agent
Tyler Bitton
705 South Beach St. #17
Daytona Beach, Florida 32114

VII.

The regular annual meeting of the stockholders of the corporation shall be held on the first (1st) Friday of *April* each year at the hour of 7:00 o'clock p.m. at the principal office of the corporation in the State of Utah for the election of directors and the transaction of general business as may properly come before the stockholders at such meeting. Each stockholder shall be entitled to one vote for each share of stock in his name as appears of record on the books of the corporation at the time of said meeting, which may be cast in person or by written proxy.

VIII.

Special meetings of stockholders may be called by the Board of Directors, President, or by a majority of the outstanding capital stock entitled to vote at any special meeting. Notice of special meetings of stockholders may be given by depositing in the United States mail a notice thereof addressed to each stockholder of record at his last known address, as shown upon the records of the corporation at the time of mailing, postage prepaid, at least five (5) days prior to the meeting, or as provided by law.

IX.

The names of the officers and directors to serve until their successors are duly elected and qualified are as follows:

Tyler Bitton, President and Director

IV.1

The limit of the capital stock agreed upon is in the sum of One Thousand Dollars (\$1,000.00) divided into One Thousand (1,000) shares with a par value of One Dollar (\$1.00) per share. One Thousand (1,000) shares of the capital stock of the corporation have been subscribed as herein-before set forth by each of the individuals whose name is set opposite said subscription, whose stock is fully paid for in cash or personal property and fixtures necessary and useful in the business. The stock purchase fully paid prior to commencement of business shall be One Thousand Dollars (\$1,000.00).

V.

The officers of the corporation shall be a *President*, and Board of one (1) Directors. The offices of President and Vice President shall be held by one person(s) who shall each be the owner of one or more shares of the capital stock of the corporation. Officers of Secretary and Treasurer may be held by one and the same person who shall not be required to be the owner of any capital stock of the corporation. A Board of Directors shall be elected by the stockholders, and the other officers of the corporation shall be elected by the directors. The officers of the corporation shall hold office for the term of one year from and after their election and until their successors are duly elected and qualified; except that the officers appointed herein shall serve until the first annual stockholders' meeting. The officers shall perform the usual duties and be entrusted with the usual responsibilities incident to the offices which they hold. The President and Secretary shall execute the certificates for the issuance of the capital stock of the corporation and affix thereto the corporate seal. The number of directors may be increased to five by vote of a majority of all issued stock at any annual stockholders' meeting or special meeting of stockholders called for that purpose.

VI.

The initial registered agent of the corporation shall be *Tyler Bitton* and is so acknowledged by signature.

In the event a vacancy shall occur by the resignation, death, disqualification, or removal of any director, the vacancy shall be filled by the Board of Directors for said unexpired term, unless said vacancy is filled by the stockholders at a special or regular meeting thereof. A majority of the Board of Directors shall be necessary to form a quorum and to direct the affairs of the corporation.

X.

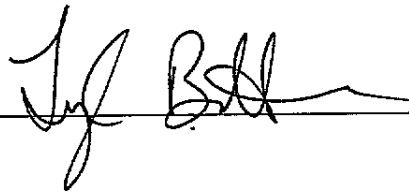
The capital stock of the corporation shall be nonassessable.

XI.

The private property of the stockholders shall not be liable for the debts and obligations of the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed these articles this 21st day of April, 2000.

Tyler Bitton PRESIDENT



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 27 AM 11:38

FILED