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Florida Department of State
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To: Division of Corporations
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From: Account Name : MYRA LOUGHRAN
Account Number : I19990000238
Phone- : (904) 249-8500
Fax Number : (904) 249-0841

FLORIDA PROFIT CORPORATION OR P.A.

Starlight Express, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
STARLIGHT EXPRESS, INC.**

ARTICLE I - NAME

The name of this Corporation is Starlight Express, Inc.

ARTICLE II - NATURE OF BUSINESS

This Corporation will engage in the chartered transportation business, but may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The authorized capital of the Corporation shall be 7,500 shares of the common stock at a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V - PREEMPTIVE RIGHTS

Every Stockholder, 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 VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 220 Ponte Vedra Park Dr., Suite 180, Ponte Vedra Beach, Florida 32082. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

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ARTICLE VIII - INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

Adam Frankel	220 Ponte Vedra Park Dr., Suite 180 Ponte Vedra Beach, FL 32082
Robert David Freeman, Jr.	114 College Blvd. Statesboro, GA 30458

ARTICLE IX - INCORPORATOR

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

John McE. Miller, Esquire
333 First St. North, Suite 305
Jacksonville Beach, FL 32250

ARTICLE IX - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

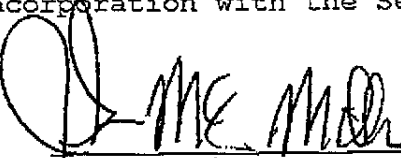
The street address of the initial registered office of this Corporation is 333 First St. N., Suite 305, Jacksonville Beach, Florida 32250 and the name of the initial registered agent of this Corporation at that address is John McE. Miller.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, from time to time, in the manner now or hereafter prescribed by the applicable Florida Statutes, and all rights conferred on a stockholder herein are granted subject to this reservation.

ARTICLE XII - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.



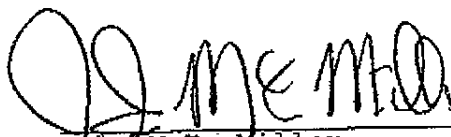
Incorporator

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ACCEPTANCE OF DUTIES AS REGISTERED AGENT

I hereby accept all duties and obligations in acting as
Registered Agent for **Starlight Express, Inc.**



John McE. Miller
333 First St. N., Suite 305
Jacksonville Beach, FL 32250
Telephone: (904) 249-8500
Facsimile: (904) 249-0841
Florida Bar No. 516491

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