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December 29, 2000

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Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 5327
Tallahassee, FL 32301

Re: Starbound Express Enterprises, Inc.

Gentlemen:

Enclosed herewith please find an original and one copy of the Articles of Incorporation of STARBOUND EXPRESS ENTERPRISES, INC., to be registered as a Florida Corporation. Please issue the Certificate of Incorporation and return the same to my office together with a certified copy of the Articles. I have enclosed a check in the sum of \$87.50 to cover the filing fee, Certified Copy and Certificate of Status.

I appreciate your cooperation and prompt attention to this matter. Should you have any questions or require further information, please do not hesitate to contact his office.

Very truly yours,

BARRY E. HUGHES
BEH/lmh

Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -3 AM 8:51

8/19/01

01 JAN -3 AM 8:51

ARTICLES OF INCORPORATION

OF

STARBOUND EXPRESS ENTERPRISES, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation is STARBOUND EXPRESS ENTERPRISES, INC., with its principal office located at 1 Brookside Circle, Ormond Beach, Florida, 32174.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general nature of the business to be transacted by this corporation is as follows:

(a). To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b). To own, operate and maintain and to acquire by purchase, lease, or otherwise track tractor trailers and lines or any other means of transportation of freight, mail, express baggage goods, wares, merchandise or other property of every kind and nature.

(c). To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any manner reproduced.

(d). To purchase, take, receive, lease, sub-lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with the real and personal property or any interest therein, wherever situated.

(e). To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or part of its property and assets.

(f). To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141 as amended.

(g). To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(h). To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(i). To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(j). To make distribution for the public welfare or for other charitable, scientific or educational purposes.

(k). To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any and all of its directors and officers.

(l). To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

(m). To have, exercise and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

ARTICLE IV

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be the aggregate number of shares this corporation has authority to issue.

ARTICLE V

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 prices at which it is offered to others.

ARTICLE VI

The mailing address of the principal office of this corporation is 1 Brookside

Circle, Ormond Beach, Florida, 32174 and the name of the registered agent of this of this corporation is Charles Brown whose address is 1 Brookside Circle, Ormond Beach, Florida, 32174.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one (1). The name and address of the initial directors of this corporation are:

NAME

ADDRESS

Charles Brown

1 Brookside Circle
Ormond Beach, FL 32174

ARTICLE VIII

The name and address of the incorporator is:

NAME

ADDRESS

Charles Brown

1 Brookside Circle
Ormond Beach, FL 32174

ARTICLE IX

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

ARTICLE X

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XIII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

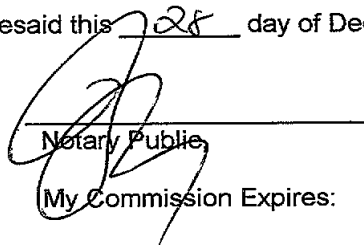
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 28 day of December, 2000.



CHARLES BROWN

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CHARLES BROWN known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 28 day of December, 2000.


Notary Public
My Commission Expires:

 Barry E Hughes
My Commission CC807197
Expires February 7 2003

Pursuant to Chapter 607.164 as amended, of the Florida Statutes, the undersigned individual designated as Registered Agent in the Articles of Incorporation for STARBOUND EXPRESS ENTERPRISES, INC., with an office at 1 Brookside Circle, Ormond Beach, Florida, 32174 therefore to act as Registered Agent in accordance with

the provisions of the said Statute.

Charles L. Brown
CHARLES BROWN

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
JAN -3 AM 8:52