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February 28, 2001

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
PL-02
Tallahassee, Florida 32399

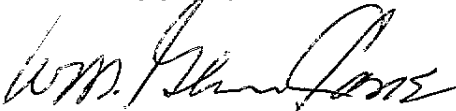
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*****78.75 *****78.75

Re: Southern Truck & Diesel, Inc.

Dear Sir:

Please find enclosed an original of the Articles of Incorporation and one copy in the above named corporation to be certified and returned, together with my check, No. 1764, in the amount of \$78.75 to cover the cost of filing and for the certified copy.

Very truly yours,



Wm. Glenn Cone

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

SOUTHERN TRUCK & DIESEL, INC.

I, the undersigned subscriber, to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE ONE

Name of corporation

The name of the corporation shall be:

SOUTHERN TRUCK & DIESEL, INC.

ARTICLE TWO

Nature of Business

The general nature of the business to be transacted by the corporation is any and all activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and

of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required. To acquire the corporate assets of any other corporation and to engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

ARTICLE THREE

Stock

The maximum number of share of stock that the corporation is authorized to have outstanding at any one time is one-hundred (100) share of common stock.

Shareholders of the corporation shall have pre-emptive rights to acquire their pro-rata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the

corporation, included but not limited to case, other property, services, the acquisition of other corporations shares or property through merger or the extinguishing of debts. pre-emptive rights shall apply to the re-issuance of all redeemed or otherwise acquired shares, including the reliance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price of which the stock is to be issued shall be unanimously approved by thee shareholders of the corporation.

ARTICLE FOUR

Capital

The amount of capital with which this corporation will begin business is not less that five hundred (\$500.00) dollars.

ARTICLE FIVE

Term of Existence

This corporation is to have perpetual existence.

ARTICLE SIX

Principal Place of Business

The initial street address in the state of the principal office of this corporation is 8591 West Beaver Street, Jacksonville, Florida 32220 and the name of its initial Registered Agent is Walter W. Poe. The board of directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE SEVEN

Directors

Initially this corporation shall have one (1) director. The number of directors may be increased or decreased from time to time as provided by the by-laws of this corporation.

The names and street address of the members of the first Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors have been elected and qualified are:

<u>Name</u>	<u>Office</u>
Walter W. Poe, 8591 West Beaver St., Jacksonville, Fl. 32220	Director/ President/ Secretary/Tresurer

ARTICLE NINE

Subscribers

The name and street address of the subscriber of these Article of Incorporation, the number of shares of stock which he agreed to subscribe and the value of the consideration therefor is:

<u>Name</u>	<u>Address</u>	<u>Shares-Consideration</u>
Walter W. Poe	8591 West Beaver St. Jacksonville, Fl. 32220	100 shares

ARTICLE TEN

Registered Agent

The initial designation of the registered office of this corporation shall be 8591 West Beaver St., Jacksonville, Florida 32220 and the Registered Agent shall be Walter W. Poe.

ARTICLE ELEVEN

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written amendment of these Articles of Incorporation be made.

ARTICLE TWELVE

CHAPTER "S" STATUS

This corporation shall not have more than fifteen (15) shareholders and otherwise should fulfill the requirements necessary for it to elect to be an "electing small business corporation" under Subchapter S of the Internal Revenue Code.

IN WITNESS WHEREOF, the incorporator, above named, has hereunto set his hand and seal this 21st day of February, 2001.

Walter W. Poe
Walter W. Poe

STATE OF FLORIDA)
COUNTY OF DUVAL)

BEFORE ME, the undersigned authority, personally appeared Walter W. Poe, who, after first being duly sworn, deposes and says that they are the persons described in the foregoing Articles of Incorporation and that they subscribed to the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 21st day of February, 2001.

Tisha A. Graves

Notary Public, State of Florida at Large

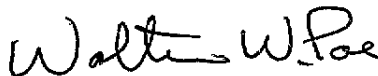
Tisha A. Graves
Notary Public, State of Florida
My Comm. expires Mar. 1, 2001
Comm. No. 612194

CERTIFICATE FOR DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

That SOUTHERN TRUCK & DIESEL, INC., desiring to organize under the law of the State of Florida with its principal of, as stated in the Articles of Incorporation in Jacksonville, Duval County, Florida, has named Walter W. Poe, 8591 West Beaver Street, Jacksonville, Florida 32220, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the address stated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping said office open.



Walter W. Poe
Registered Agent for Service of Process

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