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SECRETARY OF STATE
TALLAHASSEE FLORIDA

April 2, 2001

State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: B.U.C. LOGISTICS, INC.
Articles of Incorporation

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-04/09/01--01005--002
****122.50 ****78.75

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the subject corporation and my trust account check in the amount of \$122.50. Said check represents the following fees:

Filing Fee	\$35.00
Resident Agent Designation	\$35.00
Certified Copy	\$52.50

Please return the certified copy to Kathleen H. Watkins, Esq.,
Post Office Box 901729, Homestead, Florida 33090-1729.

If you should have any questions or require anything further in connection with this matter, please contact me at the number indicated above.

Cordially,



Kathleen H. Watkins
KHW/k
Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
B.U.C. LOGISTICS, INC.

The undersigned do hereby make, subscribe and acknowledge and file these Articles of Incorporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is B.U.C. LOGISTICS, INC., a Florida corporation.

ARTICLE II

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of One Hundred (100) shares of common stock at \$1.00 per share par value.

ARTICLE IV

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common share.

ARTICLE V

The street address of the initial registered office of the corporation is 7703 SW 102 Place, Miami, FL 33173, and the name of its initial registered agent at such address is WILLIAM N. CLARK.

The principal office of the corporation shall be 7703 SW 102 Place, Miami, FL 33173, and this address is also the mailing address of said corporation.

ARTICLE VI

This corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than five (5). The names and addresses of the initial directors of this corporation are:

HERTA CLARK	7703 SW 102 Place Miami, FL 33173
WILLIAM N. CLARK	7703 SW 102 Place Miami, FL 33173

ARTICLE VII

The initial officers of this corporation shall be as follows:

HERTA CLARK	President
WILLIAM N. CLARK	Vice-President, Secretary and Treasurer

ARTICLE VIII

The names and addresses of the persons executing these Articles of Incorporation are:

HERTA CLARK	7703 SW 102 Place Miami, FL 33173
WILLIAM N. CLARK	7703 SW 102 Place Miami, FL 33173

ARTICLE IX

The power to adopt, alter or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE X

STOCK

The names and post office addresses of the subscribers to these Articles of Incorporation and the number of shares of stock of this corporation which each agree to take are as follows:

HERTA CLARK	50 SHARES
WILLIAM N. CLARK	50 SHARES

The proceeds of stock subscribed for will be at least as much as the amount necessary to begin business.

ARTICLE XI

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and the creating, dividing, limiting and regulating of the powers of the corporation, its stockholders and directors are hereby adopted as part of the Articles of Incorporation:

a. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation or any of them shall be open to the inspection of the stockholders and no stockholder shall have any right to inspect any account or documents of the corporation, except as conferred by a statute or authorization by the Board of Directors.

b. No person shall be required to own or hold common stock in the corporation as a condition precedent to holding an office in the corporation.

c. The directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of certificates therefore.

d. Preemptive Rights: When the Board of Directors determine to increase the common stock authorization to be issued pursuant to these Articles of Incorporation, and any further increase of same, or any portion thereof, said stock shall first be offered, at part, prorata to the common stockholders in relation to their present holdings who may desire to subscribe for such stock.

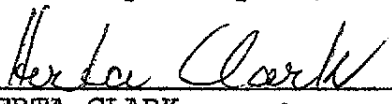
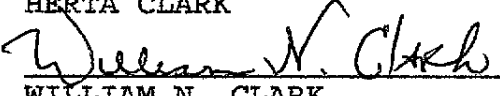
ARTICLE XII

Special meetings of the shareholders may be called as set forth in the By-Laws of this corporation.

ARTICLE XIII

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed the Articles of Incorporation this day of April, 2001.


HERTA CLARK

WILLIAM N. CLARK

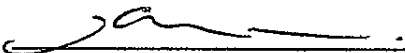
STATE OF FLORIDA

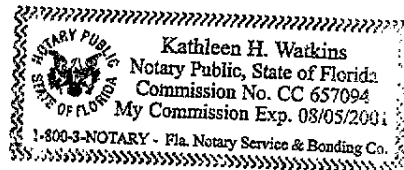
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, in and for the County and State last aforesaid, personally appeared HERTA CLARK and WILLIAM N. CLARK, who are personally known to me or who have provided _____ as identification, and acknowledged the execution of the foregoing Articles of Incorporation.

WITNESS my hand and official seal this 3rd day of April, 2001.

My Commission Expires:


Printed Name:
NOTARY PUBLIC, STATE OF FLORIDA



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, 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:

B.U.C. LOGISTICS, INC.

2. The name and address of the Registered Agent and office is:

WILLIAM N. CLARK
7703 SW 102 Place
Miami, FL 33173

Herta Clark
HERTA CLARK, President

4-1-01

Date

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 do 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.

William Norman Clark
WILLIAM N. CLARK

4-01-01

Date