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FILED
2001 AUG 16 PM 3:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 427740 80573A

AUTHORIZATION : *[Signature]*

COST LIMIT : \$ PPD

ORDER DATE : August 16, 2001

ORDER TIME : 1:04 PM

ORDER NO. : 427740-005

CUSTOMER NO: 80573A

CUSTOMER: Mr. Brent Jenkins
Millis & Jenkins

800004538838--8
-08/16/01--01063--009
*****78.75 *****78.75

Suite 4
1414 West Granada Boulevard
Ormond Beach, FL 32174

DOMESTIC FILING

NAME: S&M FREIGHT HANDLERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

RECEIVED
01 AUG 16 PM 2:28
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Signature] 8/16/01

**ARTICLES OF INCORPORATION
OF
S&M FREIGHT HANDLERS, INC.**

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ARTICLE I - Name

The name of this corporation is S&M FREIGHT HANDLERS, INC.

ARTICLE II - Principal Location

The principal location is 12 Castle Manor Drive, Ormond Beach, FL 32174

ARTICLE III

This corporation shall have perpetual existence.

ARTICLE IV - Purposes

The general purposes for which this corporation is initially organized are as follows:

The unloading of food products; to own personal property; to own, hold, lease, improve and develop real estate; engage in any type of lawful business; lend or borrow money, and to draw, make, accept, discount and issue promissory notes, bills of exchange, and other negotiable instruments, and to secure the same by mortgage or otherwise; to have offices and officers, agents and agencies in the State of Florida or in any other of the states of the United States, or any dependencies of the United States, or in foreign countries; and to exercise generally such powers as may be incident to or convenient and to engage in any activity or business permitted under the laws of the United States and the State of Florida, it being expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation.

ARTICLE V - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common voting stock with a par value of \$1.00 per share. All stock issued shall be fully paid.

ARTICLE VI - Preemptive Rights

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 price at which it is offered to others.

ARTICLE VII - Initial Registered Office and Agent

The street address of the initial registered office and mailing address of this corporation is as follows:

12 Castle Manor Drive
Ormond Beach, Florida 32174

and the name of the initial registered agent of this corporation at that same address is Stephen Travers.

ARTICLE VIII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
STEPHEN TRAVERS	12 Castle Manor Drive Ormond Beach, Florida 32174

ARTICLE IX- Incorporator

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
STEPHEN TRAVERS	12 Castle Manor Drive Ormond Beach, Florida 32174

ARTICLE X - Indemnification

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

ARTICLE XI- Amendment

This 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 this reservation.

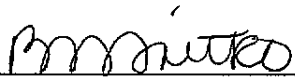
IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 15th day of August, 2001


STEPHEN TRAVERS Subscriber

STATE OF FLORIDA
COUNTY OF VOLUSIA

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, appeared STEPHEN TRAVERS, personally known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of August, 2001.



Barbara N. Snitko
Notary Public, State of Florida at Large
Commission No. CC832734
My commission expires: 8/31/2003



Barbara N. Snitko
MY COMMISSION # CC832734 EXPIRES
August 31, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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

In pursuance of compliance with Chapters 48.091, 607.0202 and 607.0501,
Florida Statutes, the following is submitted, in compliance with said Act:

First--That S&M FREIGHT HANDLERS, INC.
desiring to organize under the laws of the State of FLORIDA
with its principal office, as indicated in the articles of incorporation at City of _____
Ormond Beach County of Volusia, State of _____
Florida has named Stephen Travers
located at 12 Castle Manor Drive
(Street address and number of building, Post Office Box address not
acceptable)
City of Ormond Beach, County of Volusia,
State of Florida as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: _____

(Resident Agent)

Stephen Travers

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