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November 30, 2001

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

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-12/03/01--01082--002
*****70.00 *****70.00

Re: Holt Logistics, Inc.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for Holt Logistics, Inc. My check in the amount of \$70.00 is enclosed for the filing fee.

Please provide me with a filed copy of the Articles in the self addressed, stamped envelope enclosed for your convenience. Please also provide me with confirmation that the Articles have been filed together with the number. Please feel free to call me if you have any questions regarding this matter. Thank you for your assistance in this matter.

Very truly yours,

Albert E. Holt

Enclosures

FILED
01 DEC -3 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS
12/5/01-

FILED

**ARTICLES OF INCORPORATION
OF
HOLT LOGISTICS, INC.**

01 DEC -3 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is Holt Logistics, Inc.

ARTICLE II - NATURE OF BUSINESS

This Corporation will engage in the courier service 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 5,000 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 7190 Sun Lane, Jacksonville, FL 32222. 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 one (1) Director initially. The number of Directors may be increased or diminished from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The name and street address of the member of the first Board of Directors is:

Albert E. Holt
7190 Sun Lane
Jacksonville, FL 32222

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: Albert E. Holt, 7190 Sun Lane, Jacksonville, FL 32222.

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 7190 Sun Lane, Jacksonville, Florida 32222 and the name of the initial registered agent of Holt Logistics, Inc. at that address is Albert E. Holt.

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


FILED

ACCEPTANCE OF DUTIES AS REGISTERED AGENT

01 DEC -3 AM 10:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I hereby accept all duties and obligations in acting as
Registered Agent for Holt Logistics, Inc.



Albert E. Holt
7190 Sun Lane
Jacksonville, FL 32222