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LAW OFFICE OF
CASSELS & McCALL
JOHN D. CASSELLS, JR.
LAURA ANN McCALL

P. O. BOX 968 • 400 NW 2nd STREET • OKEECHOBEE, FL 34973 • TELEPHONE 863-763-3131 • FAX 863-763-1031 • E-MAIL mail@legal-one.com

January 30, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-02/01/02--01043--015
*****78.75 *****78.75

Re: DON HADLEY TRUCKING, INC.

Our File No.: 70

Dear Sir/Madam:


You will find enclosed herewith an *original* executed Articles of Incorporation for the above referenced corporation along with a copy of same. Also enclosed is our firm's check in the amount of \$78.75 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating	\$35.00
Registered Agent	

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,


LAURA ANN McCALL
LAM/sml

FILED
02 FEB -1 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: As stated.
cc: Donald R. Hadley without enclosures

3
2/5/02

**ARTICLES OF INCORPORATION
OF
DON HADLEY TRUCKING, INC.**

FILED
02 FEB -1 PM 3: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation shall be DON HADLEY TRUCKING, INC.

ARTICLE II - COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

1. The purpose or purposes for which the Corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida.
2. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.
3. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - AUTHORIZED SHARES

1. Number: The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000). Said share shall be of a single class.
2. Class: The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than seventy-five (75) natural persons, who are not non-resident aliens.
3. Dividends: The Board of Directors is authorized to declare, in the Board's discretion, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation, to the holders of the outstanding common stock.
4. Preemptive rights. The Corporation elects to have preemptive rights, as provided for in Chapter 607, Florida Statutes, as may from time to time be amended. The Shareholders shall have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporations' unissued shares upon the decision of the Board of Directors to issue them. Further, such rights shall extend to the following purposes:
 - A. Shares issued as compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;
 - B. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the Corporation or its subsidiaries or affiliates;
 - C. Shares authorized in articles of incorporation that are issued within 6 months from the effective date of incorporation;
 - D. Shares sold otherwise than for money.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation shall be: 1455 Northeast 138th Street, Okeechobee, Florida 34972. The Board of Directors may from time to time move the principal place of business to any other address in the State of Florida .

ARTICLE VI - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office is 1455 Northeast 138th Street, Okeechobee, Florida 34972, in Okeechobee County, Florida. The name and street address of the initial Registered Agent is Donald R. Hadley, 1455 Northeast 138th Street, Okeechobee, Florida 34972, in Okeechobee County, Florida.

The Board of Directors may from time to time move the Registered Office to any other address in the State of Florida .

ARTICLE VII - ACTION BY STOCKHOLDERS AND STOCKHOLDERS MEETINGS

1. The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.
2. The consent of a majority of the shares of the Corporation shall be required for any shareholder action.
3. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote the majority of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation is one (1), which number may be increased pursuant to the bylaws of the Corporation. The name and street address of each person appointed to act as Directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

DONALD R. HADLEY	1455 Northeast 138 th Street
	Okeechobee, FL 34972

ARTICLE IX - DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator is: Donald R. Hadley, of 1455 Northeast 138th Street, Okeechobee, Florida 34972.

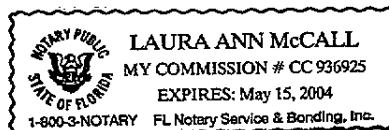
Donald R Hadley
DONALD R. HADLEY, Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 30th day of January, 2002, by DONALD R. HADLEY, designated above as the individual who shall serve as the Corporation's incorporator, () who is personally known to me, or (X) who has produced Florida Driver's License as identification.

Laura Ann McCall
Signature of NOTARY PUBLIC

LAURA ANN McCALL
Printed Name of NOTARY PUBLIC
My commission expires:



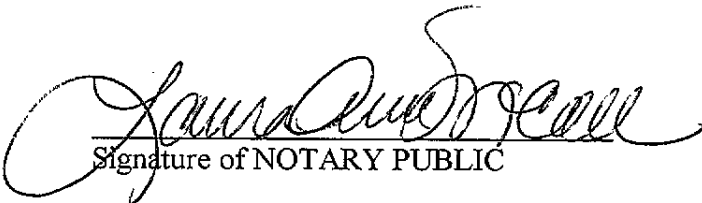
CONSENT OF REGISTERED AGENT TO ACCEPT SERVICE

I, DONALD R. HADLEY, hereby agree to be the registered agent for DON HADLEY TRUCKING, INC. and further hereby agree to accept any and all service of process for the said corporation addressed to the registered agent at 1455 Northeast 138th Street, Okeechobee, Florida 34972. 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 duties, responsibilities and obligations of my position as registered agent for DON HADLEY TRUCKING, INC.


DONALD R. HADLEY, Registered Agent

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 30th day of January, 2002, by DONALD R. HADLEY, designated above as the individual who shall serve as the Corporation's Registered Agent, () who is personally known to me, or (X) who has produced Florida Driver's License as identification


Signature of NOTARY PUBLIC

LAURA ANN MCCALL
Printed name of NOTARY PUBLIC
My commission expires:



FILED
02 FEB - 1 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA