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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 10 PM 2:32

LAW OFFICE OF JOSEPH P. HOFFMAN
1415 DEAN STREET SUITE 110
FORT MYERS, FLORIDA 33901
(941) 693-1991

March 23, 2002

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32301

000005235830--6
-04/10/02--01052--015
****122.50 ****78.75

Re: Articles of Incorporation

SMALL CHANGE TRUCKING, INC.

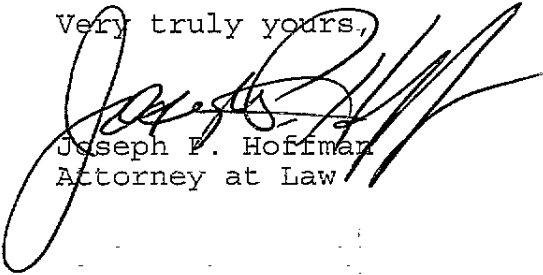
Dear Sir/Madam:

Enclosed please find an original and copy of the Articles of Incorporation in the above referenced matter along with a check in the amount of \$122.50 to cover the service fee.

Please provide our office with the filed document.

Your assistance and cooperation to this matter is greatly appreciated.

Very truly yours,


Joseph P. Hoffman
Attorney at Law

JPH/kp
cc/file

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

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SMALL CHANGE TRUCKING, INC.

(A Florida Corporation)

The undersigned hereby petition for the formation of a corporation under the laws of the State of Florida, with and under the following charter:

ARTICLE I

The name of this corporation shall be SMALL CHANGE TRUCKING, INC.

ARTICLE II

The general nature of the business to be transacted shall be providing commercial trucking and to otherwise engage in any activity or business permitted under the Laws of the United States of America and this State.

ARTICLE III

The authorized capital stock of this corporation shall consist of 1000 shares of common stock of \$ 1.00 par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. On dissolution or liquidation of the corporation, the holders of stock shall be entitled to distribution ratable as their holdings may appear upon the stock record of the corporation.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The business of this corporation shall be managed by a Board of Directors consisting of two or more members, as may be provided by the by-laws.

ARTICLE VI

The names and post office address of the first Board of Directors of this corporation, who, subject to the provisions of these Articles, the By-Laws of this Corporation, and the Laws of the State of Florida, shall hold office for the first year of this corporation's existence or until their successors are elected and have qualified, are as follows:

NAME	OFFICE	ADDRESS
CHARLES SHIELDS	President -	2304 BEN STREET, FT. MYERS, FLORIDA 33916
CHARLES SHIELDS SR.	Vice-President	3907 SW 20TH STREET, LEHIGH ACRES, FLORIDA
CHARLES SHIELDS	Secretary -	SAME AS ABOVE
CHARLES SHIELDS	Treasurer -	SAME AS ABOVE

ARTICLES VII

The Registered Agent for the purpose of complying with Florida Law shall be CHARLES SHIELDS. The registered post office address of this corporation shall be 2304 BEN STREET, FT. MYERS, FLORIDA 33916.

ARTICLE VIII

The post office address of the principal office of this corporation until otherwise determined by the stockholders or Board of Directors shall be 2304 BEN STREET, FT. MYERS, FLORIDA 33916 and branch offices may be maintained at such places in the State of Florida, and in the United States of America and in foreign countries as may from time to time be authorized by the stockholders or Board of Directors of this corporation.

ARTICLE IX

The names and post office addresses of the Subscribers of these Articles of Incorporation and the number of shares of the capital stock of this corporation subscribed by the said Subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
CHARLES SHIELDS	2304 BEN STREET FT. MYERS, FLORIDA 33916	100

ARTICLE X

The regulations of conduct of the affairs of this corporation, the issuance of certificates of capital stock of this corporation, the voting rights of the holders of the shares of the capital stock of this corporation, are vested in the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their hands and seals in the City of Ft. Myers, County of Lee, State of Florida this 25 day of March, 2002.


PRESIDENT/CHARLES SHIELDS

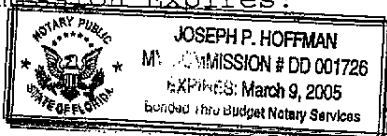
STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME, the undersigned authority, personally appeared CHARLES SHIELDS who being by me first duly sworn, says that he is one of the subscribers to the foregoing Articles of Incorporation, said Articles were signed in good faith and it is intended in good faith to carry out the purposes and objects set forth herein.

WITNESS my hand and seal this 25 day of March, 2002.


Notary Public

My Commission Expires:



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

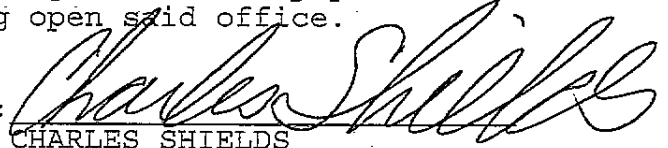
In purpuance of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said act:

FIRST; That SMALL CHANGE TRUCKING, INC. desiring to organize under
the Laws of State of Florida with its principal office, as indicated
in the Articles of Incorporation at 2304 BEN STREET, FT. MYERS,
FLORIDA 33916, County of Lee, State of Florida, has named CHARLES
SHIELDS, located at 2304 BEN STREET, FT. MYERS, FLORIDA 33916,
County of Lee, State of Florida, as its agent to accept service of
process within the State.

ACKNOWLEDGMENT;

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

By:


CHARLES SHIELDS

Registered Agent

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