

Benham, Miller and Harris, Inc.

Accounting and Tax Service

Pod 000041813

April 8, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

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-04/10/02--01017--006
*****78.75 *****78.75

Dear Sir:

Enclosed please find the Articles of Incorporation for D & S Fleet, Inc.

as well as a check in the amount of \$78.75 to cover the recording fees. Please process
the paperwork and return it to our Boca Raton office as soon as possible.

Thank you.

Sincerely,


Corey P. Miller, E.A.

Enc.
CPM/drg

FILED
02 APR 10 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gr 4/18

REPLY TO

□ 1300 North Federal Highway • Suite 101 • Boca Raton, Florida 33432 • (561) 395-0121 • FAX: (561) 750-1676

□ 2570 Northwest 16th Boulevard • Okeechobee, Florida 34972 • (941) 467-1040 • FAX: (941) 467-7400

ARTICLES OF INCORPORATION

OF

D & S FLEET, INC.

FILED
02 APR 10 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME. The name of this corporation is: D & S FLEET, INC.

ARTICLE II: NATURE OF BUSINESS AND POWERS. 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: CAPITAL STOCK. The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE IV: TERM OF EXISTENCE. This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V: REGISTERED AGENT AND INITIAL REGISTERED OFFICE. The Registered Agent and the street address of the Initial Registered Office of this corporation in the State of Florida shall be: Corey P. Miller, 1300 North Federal Highway, Suite 208, Boca Raton, Florida, 33432. The Board Of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI: INITIAL DIRECTORS. The name and street address of the initial directors are.

DeLoan Leroy Tindall III - 7369 N.W. 30th St., Okeechobee, Fl. 34972
Steven Swaine Isbell - 7800 N.E. 8th Dr., Okeechobee, Fl. 34974

ARTICLE VII: INCORPORATOR. The name and street address of the person signing these Articles Of Incorporation as the Incorporator is: Corey P. Miller, 1300 North Federal Highway, Suite 208, Boca Raton, Florida, 33432.

ARTICLE VIII: AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of this Articles of Incorporation be made.

ARTICLE IX: PREEMPTIVE RIGHTS. All shareholders shall be entitled to preemptive rights.


IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 15 day of MARCH 2002

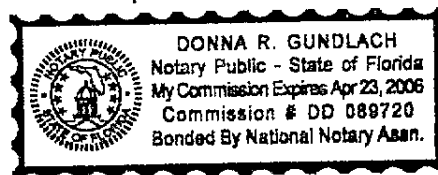

Corey P. Miller, Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

BEFORE ME, the undersigned authority, personally appeared Corey P. Miller, who is personally known to me, and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

Date: MARCH 13, 2002


Notary Public
My commission expires:




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITH THIS STATE
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

That D & S FLEET, INC., desiring to organize under the laws of the State of Florida, with it's principal office located at 1300 N. Federal Highway, Suite 208, Boca Raton, Florida, 33432, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service or process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


COREY P. MILLER
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 10 AM 9:46

FILED