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To:
Division of Corporations
Fax Number : (850)205-0381

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

PAYNE ENTERPRIZES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF PAYNE ENTERPRIZES, INC.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Payne Enterprizes, Inc.

ARTICLE II - DURATION

The corporation shall have a PERPETUAL existence unless dissolved according to law. Corporate existence shall commence upon filing of Articles of Incorporation with the Secretary of State for the State of Florida.

ARTICLE III - PURPOSE OF CORPORATION

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated in the State of Florida. The general nature and objectives of this corporation shall be as follows:

1) To provide professional, value added transportation services to both the public and private sector

ARTICLE IV - INITIAL REGISTERED AGENT AND OFFICE

The name of the corporation's initial registered agent is William N. Payne. The address of this corporation's registered agent is 775 N.W. 16th Place, Pompano Beach, Florida 33060. The address for the principal place of business is 775 N.W. 16th Place, Pompano Beach, Florida 33060.

ARTICLE V - CAPITAL STOCK

The corporation shall be authorized to issue one thousand (100) shares of stock with a par value of one dollar ($1).

ARTICLE VI - INCORPORATORS / SUBSCRIBERS AND OFFICERS

The names and addresses of the incorporators / subscribers and officers are as follow:

NAME	OFFICE / TITLE	ADDRESS
WILLIAM N. PAYNE	PRESIDENT & SECRETARY	775 N.W. 16th PLACE POMPANO BEACH, FLORIDA 33060
ERNEST M. PAYNE	VICE-PRESIDENT & TREASURER	3996 ESTATES PLACE COLUMBUS, OHIO 43224

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ARTICLE VII - BY-LAWS AND MANNER OF ELECTION OF DIRECTORS

By-Laws of this corporation will be herein after adopted at the first meeting of the officers and subscribers of these articles of incorporation. The manner of election of directors will be stated in the By-Laws of the corporation.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these articles of incorporation may be proposed by a resolution from the subscribers and officers. Amendments will only become effective if a quorum of the officers and subscribers approve.

IN WITNESS WHEREOF, the undersigned made and subscribed these Articles of Incorporation at Pompano Beach, Broward County, Florida for the uses and purposes aforesaid, this 20th day of October, 2002.

WILLIAM N. PAYNE

ERNEST M. PAYNE

STATE OF FLORIDA)
COUNTY OF BROWARD) ss:

BEFORE ME, the undersigned authority, personally appeared WILLIAM N. PAYNE AND ERNEST M. PAYNE, to me known to be the persons described in and who executed the foregoing Certificate of Incorporation, and who acknowledges before me according to law, that they made and subscribed the same for the purpose therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, at Broward County, Florida, this 21st day of Oct, 2002.

NOTARY PUBLIC
STATE OF FLORIDA

THE STATE OF OHIO
FRANKLIN COUNTY, SS:

Ernest Payne only

On this day personally appeared before me to me known to be the individual described in and who executed the within and foregoing instrument and acknowledge that he signed the same as his free and voluntary act and deed for the uses and purposes therein mentioned. GIVEN under my hand and official seal this 21st day of Oct, 2002

Notary Public in and for the State of Ohio

NOTARIAL SEAL
STATE OF OHIO

MOHAMMAD SAQFELHAIT
Notary Public, State of Ohio
My Commission Expires
Dec. 12, 2002

In compliance with Section 48.091 of the Florida Statues, the following is submitted as the official name of the corporation:

PAYNE ENTERPRIZES, INC.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statues relative to the proper and complete performance of my duties.

WILLIAM N. PAYNE

STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared, William N. Payne, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid.

This 15 day of December, 2002.

SIMONE A. THOMAS
COMMISSION # CC824396
EXPIRES APR 08, 2003
BONDED THROUGH
ADVANTAGE NOTARY

NOTARY PUBLIC
STATE OF FLORIDA

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