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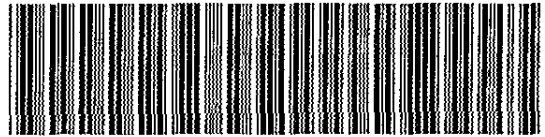
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Albert Wesley Miller, III

Attorney At Law

February 21, 2003

Florida Department of State
Division of Corporation
Attn: New Filing
P.O. Box 6327
Tallahassee, Florida 32314

RE: Article of Incorporation

Dear Sir/Madam;

Enclosed please find check number 2099 in the amount of \$78.75 for filing fees of the enclosed Article of Incorporation for Bay Couriers. Please take notice that we have also enclosed the extra \$8.75 to cover the cost of a certified copy.

Please file the Article of Incorporation and mail the Original back to us at the above address.

Should you have any questions and/or concerns please do not hesitate to contact our office.

Sincerely,

Albert Wesley Miller, III
AWM/rrc

Enclosure: Article of Incorporation

ARTICLES OF INCORPORATION
OF
BAY COURIERS INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Professional Services Corporation Act (the "Act") and other laws of the State of Florida, as follows:

Article I
Name

The name of the Corporation is:

BAY COURIERS INCORPORATED

Article II
Term of Existence

Corporate existence commences upon filing, and the Corporation has perpetual existence thereafter.

Article III
Principal Address

The principal office of the Corporation is 1500 North Fort Harrison Avenue, Clearwater, FL 33755.

Article IV
Nature of Business and Purposes

The Corporation is organized for the following purposes:

- (a) To engage in every phase and aspect of the rendering the services to the public that a Courier duly licensed under the Laws of the State of Florida, is authorized to render.
- (b) To invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services.
- (c) To do anything necessary and proper for the accomplishment or

furtherance of any of the proposes or objectives of the Corporation enumerated in these Articles of Incorporated, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objective of the Corporation.

(d) The Corporation may conduct and transact any business lawfully authorized and not prohibited by the Act as the same may be from time to time amended; provided, however, and notwithstanding the generality of the foregoing, the Corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire society, state fair or exposition.

Article V Capitol Stock

(a) The Corporation is authorized to issue 5,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the common stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Board of Directors shall be the sole judgment of such value will be conclusive.

(c) Notwithstanding the forgoing, the Corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

Article VI Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is, 1500 North Fort Harrison Avenue, Clearwater, FL 33755 and the name of its initial registered agent at such address is Frantz Paultre.

Articles VII Special Provisions

It is the intent of the incorporation that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

Article VIII
Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) and no more than two (2) directors. The name and address of the initial directors of the corporation, who shall serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Frantz Paultre	1500 North Fort Hamison Ave Clearwater, FL 33755

Article IX
Incorporator

The name and address of the incorporator signing these Articles of Incorporation, are:

<u>Name</u>	<u>Address</u>
Frantz Paultre	1500 North Fort Hamison Ave Clearwater, FL 33755

Article X
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's board of directors.

Article XI
Stockholders

(a) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

(b) Any Shareholder must offer their Shares of Stock to any other Shareholder of the Corporation prior to selling on the open market.

Article XII
Indemnification

The Corporation shall indemnify any director or officer or any former director or

officer, to the fullest extent permitted by law.

Article XIII

Additional Corporation Powers

In furtherance, and not in limitation of general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, the Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the Bylaws or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however the capital of this Corporation cannot be impaired thereby.

(c) To adopt, for the benefit of employees, one or more of the following: (1) a pension plan, (2) profit sharing plan, (3) a stock bonus plan, (4) a thrift savings plan, or (5) other retirement, incentive compensation or employee benefit plan.

Article XIV
Amendment

These Articles of Incorporation may be amended in the manner provided for by law.

21 In Witness Whereof, the undersigned incorporator has executed these Articles the day of February, 2003.


Frantz Paultre
Registered Agent/ President

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA