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(Requestor's Name)

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No. Palm Bch, FL 33408

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***ARTICLES OF INCORPORATION  
OF  
CLASSIC MATERIAL EXPEDITERS, INC.***

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

***ARTICLE I - NAME***

The name of the Corporation shall be  
***Classic Material Expediters, Inc.***

***ARTICLE II - DURATION***

The Corporation shall have perpetual existence.

***ARTICLE III - PURPOSE***

This Corporation is organized for the purpose of engaging in any and all lawful endeavors and transactions, for which any Corporation may be incorporated, together with all necessary purposes related thereto, pursuant to Chapter 607, Florida Statutes, entitled "The Florida General Corporation Act."

***ARTICLE IV - CAPITAL STOCK***

The Corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value, common stock, which shall be designated common shares.

***ARTICLE V - PREFERENCES, LIMITATIONS, AND RELATIVE  
RIGHTS OF  
SHARES OF CAPITAL STOCK***

Except as otherwise provided by law, the entire voting power for election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

## ***ARTICLE VI - PRE-EMPTED RIGHTS***

Every share holder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at a price at which it is offered to others outside the Corporation.

## ***ARTICLE VII - INITIAL OFFICE***

The initial post office of this Corporation in the State of Florida will be:  
11231 U.S. Highway One, Suite 231  
North Palm Beach, Florida 33408

## ***ARTICLE VIII - INITIAL BOARD OF DIRECTORS***

This Corporation shall have one (1) director, initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never have less than one (1). The name and address' of the initial directors of the Corporation are as follows:

A.W. Provo    11231 U.S. Highway One., Suite 231    North Palm Beach, FL. 33408

## ***ARTICLE IX - INCORPORATOR***

The name and address of the person executing the Articles of Incorporation, as Incorporator is as follows:

A.W. Provo - 11231 U.S. Highway One, North Palm Beach, Suite 231,  
North Palm Beach, Florida 33408

## ***ARTICLE X - BY-LAWS***

The power to adopt, alter, amend or repeal By-Laws shall be vested in the original Incorporator.

## ***ARTICLES XI - RESTRICTIONS OF TRANSFER OF STOCK***

Shares held by the shareholders may not be resold, or otherwise transferred to another person, without the written approval of the original Incorporator. The price and the terms at which and the time in which said shares may be offered and sold shall be specified by a written agreement between the original shareholders of this Corporation, or the original Incorporator

## ***ARTICLE XII - CALLING OF SPECIAL MEETINGS***

Special shareholder meetings may be called by the Board of Directors and/or by the holder of 50% of the shares entitled to vote and/or by the President in the case of a tie vote and/or a "dead lock".

## ***ARTICLE XIII - APPROVAL FOR MERGER AND SHAREHOLDERS REQUIRED FOR MERGER***

The approval of the shareholders of this Corporation to any plan or merger shall be required, unless such approval is specifically covered by other alternatives in the By-Laws of the Corporation.

## ***ARTICLE XIV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS***

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation under the direction of the President of the Corporation holding the powers as outlined in the By-Laws.

## ***ARTICLE XV - POWERS***

The Corporation shall have all the Corporate powers enumerated in the Florida General Corporation Act.

## ***ARTICLE XVI - DIRECTOR QUORUM AND VOTING***

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from the voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be an act of the Board of Directors, with the President having the authority to cast the "dead-lock" vote. Where the directors are equal (50/50) and there are only two (2) directors, both directors must be present in person or the President of Corporation shall have the authority to call a quorum and cast the "dead-lock" votes required.

## ***ARTICLE XVII - INDEMNIFICATION***

The Corporation shall indemnify any officer or any former officer or director, (if approved by the President and/or Board of Directors), to the full extent permitted by the By-Laws.

## ***ARTICLE XVIII - AMENDMENT***

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this restriction, upon approval of the Board of Directors or the President of the Corporation utilizing his "dead-lock" right.

### ***IN WITNESS WHEREOF ;***

the undersigned subscribed has executed these Articles of Incorporation, this

September 10th, 2003

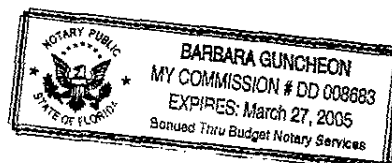
L.S.   
A.W. PROVO, PRESIDENT & C.E.O.

***STATE OF FLORIDA, COUNTY OF PALM BEACH***

I hereby certify that on this day, before me, a ***NOTARY PUBLIC***, in and for the State of Florida, duly authorized in the State and County named above to take stated acknowledgments, personally appeared ***A.W. Provo***, Incorporator, President and ***CEO of Classic Material Expeditors, Inc.*** to me personally known to be the person described as herein and who has executed the foregoing Articles of Incorporation, and does hereby acknowledge before me that he subscribed to these Articles of Incorporation.

***WITNESS MY HAND AND OFFICIAL SEAL, this September 10<sup>th</sup>, 2003***

  
***NOTARY PUBLIC, STATE OF FLORIDA***



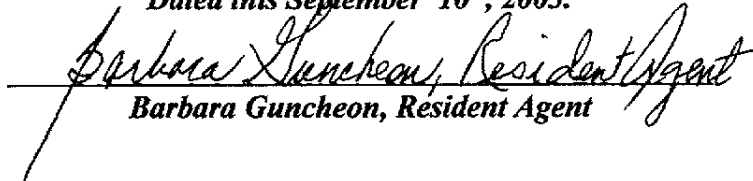
### ***ARTICLE XX - RESIDENT AGENT***

The Corporation does hereby designate the following as its Resident Agent for the purpose of accepting service on behalf of the Corporation. Said Resident Agent does hereby signify her acceptance.

***Barbara Guncheon  
11231 U.S. Highway One  
Suite 231  
North Palm Beach, Florida 33408***

The undersigned hereby accepts the office of Resident Agent for and on behalf of a Florida Corporation, for the purpose of accepting service upon said Corporation and no other purpose.

***Dated this September 10<sup>th</sup>, 2003.***

  
***Barbara Guncheon, Resident Agent***

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