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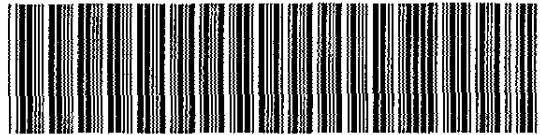
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEFFREY M. LEUKEL, P.A.

7412 State Road 21
Keystone Heights, FL 32656

Ph) 352-473-7446
Fx) 352-473-7357

February 27, 2004

ATTN: Dale *9 pages*
Division of Corporations

Via fx) 850-245-6804

Re: Articles of Inc. of G & B Trucking, Inc.
Name Rejected/New Name: Marlebrook Trucking, Inc.


Dear Dale:

Pursuant to our telephone conversation of today, attached hereto is the copy of our cancelled check to the Secretary of State for \$87.50, which cleared our account on 2/10/04. Also, attached is a copy of the Articles of Inc., with the new name.

Please enter the incorporation into your records and return a certified copy to our office.

Thank you for all of your help in clearing up this matter.

Sincerely,


Sandra Strickland
Legal Assistant

/ss
Enclosures

Phone # 352-473-7446
Fax # 352-473-7357

P.S. Our Bank is M & S Bank & their
Phone # is 352-473-7275.



ARTICLES OF INCORPORATION

OF

MARLEBROOK TRUCKING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is ^{Marlebrook} Trucking, Inc., and its principal place of business shall be located at 8166 Gustafson Road, Keystone Heights, Florida 32656.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of common stock at \$1.00, par value, which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8166 Gustafson Road, Keystone Heights, Florida

32656, and the name of the initial registered agent of this corporation at that address is Betty J. Tucker.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have two (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
George Hlavac	P. O. Box 427 Lake Geneva, Florida 32160
Betty J. Tucker	P. O. Box 544 Lake Geneva, Florida 32160

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
George Hlavac President/Treas.	P. O. Box 427 Lake Geneva, FL 32160
Betty J. Tucker Vice-President/Secy.	P. O. Box 544 Lake Geneva, FL 32160

ARTICLE IX - INCORPORATOR

The names and addresses of the Incorporators signing these articles :

<u>Name</u>	<u>Address</u>
George Hlavac	P. O. Box 427 Lake Geneva, FL 32160

Betty J. Tucker

P. O. Box 544
Lake Geneva, Florida 32160

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - 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 reservation. Articles may be amended at any time by a majority vote of the shareholders.

ARTICLE XII - POWERS

The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions and proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situate.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.

- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XIII- BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE XIV - PREEMPTIVE RIGHTS

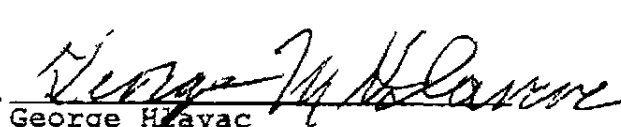
Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE IV - REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: February 4, 2004.


George Hlavac
P. O. Box 427
Lake Geneva, FL 32160



Betty J. Tucker
P. O. Box 544
Lake Geneva, FL 32160

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Marlebrook Trucking, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Betty J. Tucker, located at 8166 Gustafson Road, Keystone Heights, Florida 32656, as its agent to accept service of process within Florida.

Dated: February 4, 2004.


George Hlavac, Incorporator


Betty J. Tucker, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared, George Hlavac and Betty J. Tucker, known to me to be the persons described in as the incorporators herein and who executed the foregoing Articles of Incorporation and acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 4 day of February, 2004.


Notary Public, State of Florida
My Commission Expires:

(Notarial Seal)



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and 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. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 4, 2004.

By:


Betty J. Tucker
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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