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STEPHEN H. ARTMAN, P.A.

Attorneys at Law

Stephen H. Artman Ricardo Santander* Jennifer L. Todd * Habla Español. 925 South Florida Avenue Lakeland, FL 33803-1149 (863) 688-5252 (863) 688-5055 FAXJ www.artmanlawoffice.com

August 3, 2007

Bureau of Corporate Records Post Office Box 6327 Tallahassee, FL 32314

RE: POTEET TRANSPORT, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed please find our firm's check in the amount of Seventy eight and 75/100 Dollars (\$78.75).

Please file the Articles of Incorporation and return a certified copy to our office.

Thank you for your kind attention to this matter.

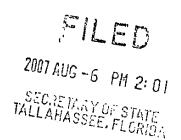
Sincerely,

STEPHEN H. ARTMAN

SHA/cfp Enclosures

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ARTICLES OF INCORPORATION OF POTEET TRANSPORT, INC.



ARTICLE I - NAME

The name of this corporation is POTEET TRANSPORT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 925 South Florida Avenue, Lakeland, Florida 33803, and the name and street address of the initial registered agent is Stephen H. Artman, Esquire, 925 South Florida Avenue, Lakeland, Florida 33803.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is 1821 Kooter Lane, Lakeland, Florida 33805.

ARTICLE VII - COMMON STOCK

<u>Number</u>. The aggregate number of shares that the corporation shall have the authority to issue is Two Thousand Five Hundred (2500) shares of common stock with a value of One Dollar (\$1.00) per share.

<u>Initial Issue</u>. One Hundred (100) shares of the common stock of the corporation shall be issued for cash at a value of One Dollar (\$1.00) per share.

'(described as "selling shareholder" hereinafter) shall first offer such interest to the corporation as follows:

- a. The selling shareholder shall notify the corporation and all other shareholders of his intention to sell by certified mail or such other form of mail as may require a written receipt;
- b. The notice shall completely and fairly describe the circumstances of the proposed sale, encumbrance, or disposition;
- c. From the receipt of the selling shareholder's notice, the corporation shall have thirty (30) days to purchase the interest of the selling shareholder on the following terms and conditions:
 - established by unanimous written agreement of all shareholders not more than one year prior to the date of the notice of intention to sell or, in the absence of such unanimous written agreement, the book value on the last day of the month preceding the date of the notice of intention to sell. In the latter case, the accountant for the corporation at the date of the notice of intention to sell shall determine the book value and the corporation shall pay said amount in cash. In the event of a sale at a purchase price established by unanimous written agreement, the purchase price shall be paid upon the terms set forth in this agreement or in the absence of such an agreement upon terms of the purchase, the purchase price shall be paid in cash;
 - (2) If the corporation has sufficient surplus then whatever surplus is available shall be utilized and the corporation, through its directors and shareholders, shall reduce the capital of the corporation in order to provide sufficient surplus for the purchase of all of the offered stock. In the event the corporation is unable under the law to so reduce its capital sufficiently to allow the corporation to purchase all of the

offered stock, the corporation shall reduce its capital as much as possible and purchase as much of the offered stock as possible. Then the selling shareholder may sell that portion of the unsold stock to outsiders only after first offering it individually to the remaining shareholders, to be purchased at the same price as above defined on a pro rata basis. The corporation shall have thirty (30) days after the date of the notice of intention to sell or reduce its capital and purchase said stock. Individual stockholders shall have an additional thirty (30) days to purchase any remaining shares.

- 3. In the event of the death of any shareholder, his stock shall be purchased by the corporation. In the event the corporation is unable to purchase any or all of the stock, the remaining shareholders of the corporation shall have the right, for thirty (30) days, to purchase their respective pro rata shares of the decedent's stock. The estate of the decedent shall be obligated to sell said stock to the corporation or, alternatively, to the other shareholders. The price to be paid for the decedent's stock and the terms of the purchase shall be determined by the shareholders of the corporation during or immediately following the organizational meeting of the corporation. Thereafter, the price and terms of purchase shall be revised from time to time as the shareholders deem appropriate.
- 4. All certificates of stock of this corporation shall be labeled with the following endorsement on each share certificate:

"This share certificate is subject to a provision in the Articles of Incorporation (Article XII) which provides for restrictions upon the transfer, encumbrance, or distribution of the stock. A copy of the provision may be obtained from the secretary of the corporation or from the office of the Florida Secretary of State."

- 5. This Agreement shall be binding upon the parties hereto, their heirs, successors and assigns and legal representatives.
- 6. Each shareholder shall execute a will or codicil to an existing will directing the legal representative of his estate to sell the decedent's stock under the provisions of this agreement.

Failure to so execute a will or codicil shall not affect the rights of any parties to this agreement nor the obligation of the estate of any deceased shareholder.

7. In the event any transfer, encumbrance, or distribution of stock of the corporation under this Article creates an equal division of stock between two shareholders or shareholder factions, and any voting deadlock occurs, the President of the corporation or the person acting in the President's capacity, shall cause the corporation to issue one share of stock to a person acceptable to the two equal shareholders or shareholder factions, or failing agreement, to the corporation's resident agent, so that the ability of the corporation to exist or operate shall not be impaired, and so that dissolution may be avoided.

8. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article or its effect, the prevailing party shall be entitled to recover costs and attorney's fees, including such expenses in any appeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 31st day of July, 2007.

Stephen H. Artman, Esquire Incorporator

STATE OF FLORIDA)
COUNTY OF POLK)

The foregoing Articles of Incorporation were acknowledged before me this 31st day of July, 2007, by Stephen H. Artman, Esquire, who is personally known to me.

Notary

(SEAL)

JUANITA GEORGE
MY COMMISSION # DD681241
EXPIRES: February 09, 2008
14003-NOTARY FI. Netaly Discount Assoc. Co.

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Stephen H. Artman, Esquire, being appointed in the foregoing Articles of Incorporation as the registered agent for POTEET TRANSPORT, INC., accepts the appointment as registered agent for said corporation this 31st day of July, 2007.

STEPHEN H. ARTMAN, ESQUIRE

SECRETARY DE 2: 0