

P95000037990

PERSON & ASSOCIATES, INC.
1360 SOUTH PATRICK DRIVE
SATELLITE BEACH, FLORIDA 32937
(407) 773-1040 FAX (407) 773-1041

May 11, 1995

FILED
95 MAY 12 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for **SWIFT SALES ASSOCIATES, INC.**

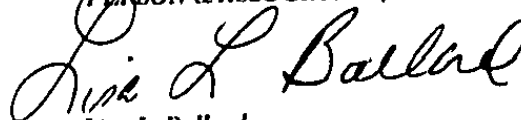
Would you please use the enclosed prepaid UPS envelope to overnight the Articles back to us.

If you have any questions or need additional information, please do not hesitate to contact me.

Thank you.

Very truly yours,

PERSON & ASSOCIATES, INC.


Lisa L. Ballard

llb
Enclosure

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**ARTICLES OF INCORPORATION
OF
SWIFT SALES ASSOCIATES, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is SWIFT SALES ASSOCIATES, INC.

ARTICLE II

NAME

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any state country, territory or nation.

ARTICLE IV

RETIREMENT PLANS AND OTHER BENEFITS

The corporation reserves the right to enter into a Retirement Plan that would be acceptable to the employees of this corporation. The corporation also reserves the right to enter into any Cafeteria Plans that may provide benefits to the employees of the corporation.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI

VOTING RIGHTS

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

ARTICLE VII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she already holds, 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 VIII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is Janice C. Swift located at 245 Bonnie Court, Satellite Beach, FL 32937 and the principal address of this corporation is 245 Bonnie Court, Satellite Beach, FL 32937.

ARTICLE IX

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 be less than one. The name and address of the initial director of this corporation is:

NAME

Janice C. Swift

ADDRESS

245 Bonnie Court

Satellite Beach, FL 32937

ARTICLE X
INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Janice C. Swift

245 Bonnie Court

Satellite Beach, FL 32937

ARTICLE XI
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII

COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the officers and directors of this corporation.

ARTICLE XIV

INDEMNIFICATION

This corporation shall, to the fullest extent permitted by Florida Statute Section 607.014, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which these indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI

I.R.C. SECTION 1244 STOCK

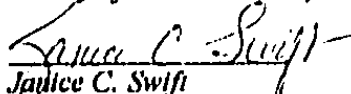
It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Janice C. Swift the person who executed the foregoing Articles of Incorporation and has acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal, in the State and County aforesaid this May 11, 1995.


Janice C. Swift
Incorporator


Notary Public, State of Florida

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Nov. 4, 1999
Bonded thru Huckleberry & Associates

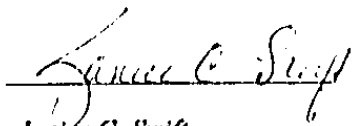
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Satellite Beach, County of Brevard, State of Florida, has named Janice C. Swift, located at 245 Bonnie Court, Satellite Beach, Florida 32937 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Janice C. Swift

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TALLAHASSEE, FLORIDA