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LAW OFFICES

KOEPPEL & GOTTLIEB

ESPENANTE BUILDING

222 LAKEVIEW AVENUE

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WEST PALM BEACH, FLORIDA 33401-0140

TELEPHONE (407) 659-4020

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May 20, 1995

JOEL P. KOEPPEL, P.A.

MEMBER FL & NY BARS

STUART M. GOTTLIEB

MEMBER FL & NY BARS

LARRY M. MESCHES, P.A.

OF COUNSEL

JANE A. SIRAK

OF COUNSEL

Secretary of State
Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

RE: T.B.S. DELIVERY, INC.

900001498469
-05/24/95--01076--019
****122.50 ****122.50

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation, together with our check made payable to your order in the amount of \$122.50 to cover the following costs:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 24 PM 3:10

We are enclosing a Federal Express return envelope for the return of the Certified Copy of the Articles of Incorporation with your letter indicating the Charter number. It is important to our client that we receive this within the next couple of days and we appreciate your cooperation and prompt attention in that regard.

Should you have any questions or problems, please let us know. Otherwise, thank you for your assistance.

Sincerely,

Larry M. Mesches

JLK
Enclosures
lcorp\TBSSECST.522

JB 5/30/95

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 24 PM 3:10

ARTICLES OF INCORPORATION
OF
T.B.S. DELIVERY, INC.

We, the undersigned, for the purpose of becoming a corporation under and pursuant to the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit, do hereby certify, declare and set forth as follows, to wit:

ARTICLE I
NAME

The name of this corporation shall be:

T. B. S. DELIVERY, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 303 W. Lantana Rd., Lantana, Florida 33462.

ARTICLE III
PURPOSE AND GENERAL POWERS

The general nature and the object and purposes proposed to be transacted and carried on are delivery and courier services and all other matters directly or indirectly related thereto, and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

A. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage and operate real

property, both improved and unimproved, and personal property of whatsoever nature or kind, as owner, agent, factor or broker; to build, construct and alter houses, buildings and structures of whatsoever nature or kind, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind; and to borrow money thereon by mortgages or otherwise; to buy, sell and deal in bonds and loans secured by mortgages or other liens on real property or personal of all kinds and description.

B. To purchase, manufacture, acquire, hold, own, mortgage, hypothecate, pledge, lease, sell, assign, transfer, invest in, trade in, deal in, borrow and lend money upon goods, wares, merchandise and real and personal property of every kind and description.

C. To act as agent, broker or attorney in fact for any person, firms, or corporations in buying, selling and dealing in real or personal property of whatsoever nature or kind, and any and every estate and interest therein, and chooses in action secured thereby, judgments resulting therefrom and other personal property collateral thereto, in making or obtaining loans upon such property, in supervising, managing and protecting such property and loans and all interest in any claim affecting the same, in effecting insurance against fire and all other risks thereon, and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to; to register mortgages and deeds of trust of real property or chattels, real and all other

securities collateral thereto; to investigate and report upon the credit and financial solvency and sufficiency of borrowers and sureties upon such securities; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the purposes of the corporation.

D. To subscribe for, purchase, invest in, hold, own, assign, pledge and otherwise dispose of shares of capital stock, bonds, mortgages, debentures, notes and other securities, obligations, contracts and evidences of indebtedness of any persons, firms, associations or other corporations, whether domestic or foreign, and to exercise in respect of any such shares of stocks, bonds and other securities, any and all rights, powers and privileges of individual ownership, including the right to vote thereon; to issue bonds and other obligations, and to secure the same by pledging or mortgaging the whole or any part of the property to the company, and to sell such bonds and other obligations for proper corporate purposes, and to do any and all acts and things tending to increase the value of the property at any time held by the company.

E. To acquire, grant, hold, undertake and fully exploit the goodwill, property rights, franchises and assets of every kind, and the liabilities of any person, firm, association or corporation, either wholly or partly, and to pay for the same in cash, stocks or bonds of the company or otherwise.

F. To borrow money and contract debts when necessary in the purchase or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital, or for any other object in or about its

business or affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale of other negotiable and transferable instruments and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, deed of trust or otherwise.

G. In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks and any licenses or other rights or interest therein and thereunder.

H. To conduct business and operations and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in, and convey real and personal property without restrictions in this state and in any other of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in any and all foreign countries.

I. To purchase or otherwise acquire, become interested in, deal in and with, invest in, hold, pledge, sell, mortgage, lend money on, exchange or otherwise dispose of, or turn to account or realize upon as owner, agent, broker or factor, all forms of securities, including stocks, bonds, debentures, mortgages, notes, evidences of indebtedness, leases, options, certificates of interest, participation certificates, voting trust certificates, evidencing shares of or interest in common law trust, trust and other trust estates or associations, certificates of trust or beneficial interest in trusts, mortgages, contracts and other instruments, securities and rights, to investigate and report with respect to, and to undertake, carry on, aid, assist or

participate in the organization, liquidation, or reorganization of financial, commercial, mercantile, manufacturing, industrial or other business concerns, firms, associations and mercantile, financial and industrial enterprises and operation.

J. To engage in and carry on any advertising business in connection with property of any nature owned, leased or otherwise acquired by this corporation, as principal or agent, with powers to let contracts for any such advertising, and to make and carry out contracts of every kind and nature that may be conducive to the accomplishment of any purposes of the corporation.

K. To do any and all things, and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereto necessary and incidental to the protection and benefit of the corporation, including the right of the corporation or its stockholders to pay state or federal taxes under any plan it or they may elect and as shall be approved by such taxing authority; and in general carry on any lawful business necessary or incidental to the attainment of the object of the corporation, whether or not such business is similar in nature to the objects set forth herein, it being understood that the enumeration of specific powers in the Articles of Incorporation shall not be deemed to be exclusive, but all other lawful powers conferred by the statutes of the State of Florida are hereby included.

ARTICLE IV

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have

outstanding at any one time is One Hundred (100) shares of One (\$1.00) Dollar par value.

ARTICLE V
CORPORATE EXISTENCE

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be 303 W. Lantana Rd., Lantana, Florida 33462.

The registered agent at the above registered office address shall be STEPHEN F. JANKUN.

ARTICLE VII
INCORPORATORS

The name and post office address of the incorporator(s) to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN F. JANKUN	303 W. Lantana Rd. Lantana, Fl. 33462
THOMAS ISOLA	301 Croton Rd. Apt. 402 Lantana, Fl. 33462
ROBERT STOUT	711 Forest Club Dr. Wellington, Fl 33414

ARTICLE VIII
AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute.

Directors of this corporation shall have the power to make or amend By-Laws and to fix any amount to be reserved for working capital.

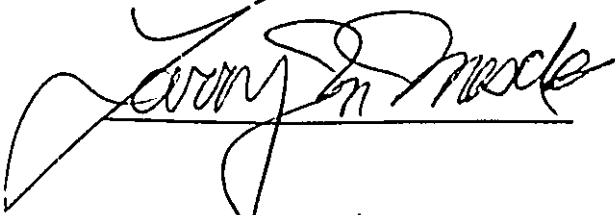
ARTICLE IX
LIMITATION OF LIABILITY

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them from any indebtedness of such members to the corporation.


IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida,

does hereby make and file these Articles, hereby declaring and certifying the facts herein stated are true, and hereunto set my hand and seal this 22 day of May, 1995.

In the presence of:


Gary D. Ford


 (SEAL)
STEPHEN F. JANKUN

 (SEAL)
THOMAS ISOLA

 (SEAL)
ROBERT STOUT

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 22nd day of January, 1995, by STEPHEN F. JANKUN, THOMAS ISLOA and ROBERT STOUT, who are personally know to me or produced FL. DRIVERS LICENSE as identification.


Notary Public
State of Florida at large
My Commission Expires:



LARRY M MESCHES
My Commission CC182981
Expires Mar. 15, 1998

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

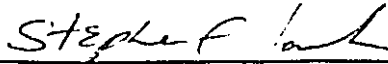
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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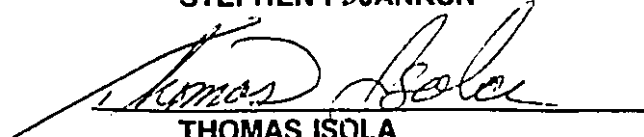
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: T.B.S. DELIVERY, INC.
2. The name and address of the registered agent and office is:
STEPHEN F. JANKUN, 303 W. Lantana Rd., Lantana, Fl. 33462.

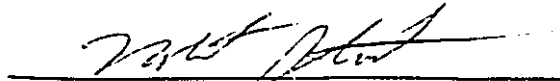
Signature:



STEPHEN F. JANKUN



THOMAS ISOLA



ROBERT STOUT

Title: Incorporator

Date: 5-23-95

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and 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.

Signature


STEPHEN F. JANKUN

Date

May 23, 1995

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