

9500006/328

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee ^ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -9 AM 10:15

8/8/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>AAL</u>	_____	_____	_____

WALK-IN
Will Pick Up 8-7 1102

RE: BWR Trucking, Inc.

95 AUG -9 AM 9 21

C.C. FEE

DISBURSED

Capital Express	ARTICLE OF INCORPORATION	
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership Filing	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name Filing	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone () _____	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX () _____ pgs.	_____	_____
SUBTOTALS _____		_____

200001555807
08/09/95 01021--005
****122.50 ****122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
_____	\$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF**

R W R Trucking, Inc.

**FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS**

95 AUG -9 AM 10:15

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is **R W R Trucking, Inc.**

ARTICLE II - STREET ADDRESS

The street address of the initial principal office and the mailing address of the corporation is 1708 S.W. 10th Street, Fort Lauderdale, Florida 33312.

ARTICLE III - DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This purpose of this corporation is to engage in any activities or business permitted under the laws of the United State and Florida; including transacting any or all lawful business.

ARTICLE V - CAPITAL STOCK

The corporation is authorized to issue One Thousand (1,000) shares, all of one class, at One (\$1.00) Dollar par value, and such shall be designated "common shares".

ARTICLE VI - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale (by this corporation) for cash or property 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 thereof (as nearly as may be done without issuance of fractional shares) at the price per share at which it is offered to others (based on cash value or fair market value of property involved in the sale).

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1708 S.W. 10th Street, Fort Lauderdale, Florida 33312, and the name of the initial registered agent of this corporation at that address is Robert W. Rafferty, Jr.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by amendment of the by-laws of the corporation in the manner provided by law, but shall never be less than one. The name and address of the initial director of this corporation is Robert W. Rafferty, Jr., 1708 S.W. 10th Street, Fort Lauderdale, Florida 33312.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles as the incorporator is Robert W. Rafferty, Jr., 1708 S.W. 10th Street, Fort Lauderdale, Florida 33312.


ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendments thereto, and any right conferred upon the shareholders is subject to this reservation. As long as this corporation has thirty-five (35) or fewer shareholders, a majority of such shareholders may amend these articles of incorporation without an act of the directors at a meeting for which notice of the changes to be made is given to all shareholders.

IN WITNESS WHEREOF, the undersigned incorporator executed these articles of incorporation this 7th day of August, 1995.


ROBERT W. RAFFERTY, JR.
Incorporator and Registered Agent

STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared ROBERT W. RAFFERTY, JR., personally known to me or who has produced _____ as identification, and to me known to be the person described in and who executed the foregoing articles of incorporation as incorporator and

registered agent and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of August, 1995.

Carolyn M. Swanson

Notary Public
Commission No.

My Commission Expires:

OFFICIAL NOTARY SEAL CAROLYN M SWANSON NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC301421 MY COMMISSION EXP. JULY 13, 1997
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**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG -9 AM 10:00

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted:

R W R Trucking, Inc., desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at **1708 S.W. 10th Street, Fort Lauderdale, Florida 33312**, has named **Robert W. Rafferty, Jr.**, as its registered agent to accept service of process within this state.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and acknowledge that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.


ROBERT W. RAFFERTY, JR.
Registered Agent

P95000061328

ALEX A. DOW
ATTORNEY AT LAW

TAXATION
BOARD CERTIFIED IN
WILLS, TRUSTS & ESTATES

2780 EAST OAKLAND PARK BOULEVARD
FORT LAUDERDALE, FLORIDA 33306

TELEPHONE 566-9990
AREA CODE 954
FAX 564-4597

June 11, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

300001863823
-05/18/96--0103--010
*****35.00 *****35.00

Re: RWR Trucking, Inc. - Certificate No. P95000061328

Gentlemen:

Enclosed are the following documents to change the registered office of the above-referenced corporation:

1. "Change of Registered Office" form signed by Robert W. Rafferty, Jr., President, and dated June 9, 1996.

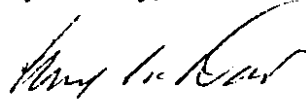
2. RWR Trucking, Inc., check #1051 made payable to the State of Florida Division of Corporations in the amount of \$35.00 for the filing fee.

Please file this Change so that the new registered office is as follows:

**239 Briarwood Circle
Hollywood, Florida 33024**

Should you have any questions regarding the foregoing, please do not hesitate to give me a call.

Very sincerely,


Alex A. Dow

AAD:cs
Enclosures
cc: R W R Trucking, Inc.
Certified Mail #283 423 671
Return receipt requested

SH 6/1
RA
Address Ch.

FILED
96 JUN 17 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHANGE OF REGISTERED OFFICE

FILED
96 JUN 17 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of corporation: R W R Trucking, Inc.

Present registered office (before change): 1708 S.W. 10th Street
Fort Lauderdale, Florida 33312

New registered office: 239 Briarwood Circle
Hollywood, Florida 33024

I hereby certify that the street address of the registered office and the street address of the business office of the registered agent of the above corporation are identical.

I further certify that the above change of registered office has been authorized by resolution duly adopted by the Board of Directors of R W R TRUCKING, INC.

DATED this 9 day of June, 1996.

R W R TRUCKING, INC.

6/9, 1996
Date

By: Robert W. Rafferty, Jr.
Robert W. Rafferty, Jr., President