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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: RUDNICK & WOLPH
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SUITE 2000
TAMPA FL 33602-0000
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SOMERSET TRANSPORT CORP.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SOMERSET TRANSPORT CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 SEP 13 AM 10:05

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The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

I.
Name

The name of the Corporation is Somerset Transport Corp.

EFFECTIVE DATE
9/12/95

II.
Term of Existence

The date when corporate existence will commence is September 12, 1995 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.
Principal Office

The principal office and mailing address of the Corporation is 11540 Highway 92 East, Seffner, Florida 33584.

IV.
Capital Stock

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

Prepared by: David A. Beyer
Florida Bar No. 0349844
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

JEC1086 09/12/95

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VI.
Directors

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Jeffrey Seaman | 11540 Highway 92 East Seffner, Florida 33584 |

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| David A. Beyer | c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602 |

VIII.
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

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**X.
Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**XI.
Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.
Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 12, 1995.



David A. Beyer, Incorporator

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95 SEP 19 AM 10:05
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 12, 1995.


David A. Beyer

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SOMERSET TRANSPORT CORP.

11540 Hwy. 92 East - Seffner, FL 33584
(TEL: (813) 623-5400 / FAX: (813) 620-1717)

FILED
FEB 27 PM 1:46
TAMPA, FLORIDA

February 12, 1997

Attention: Accounts Receivable Manager

Dear Sir/Madam:

Effective immediately, please direct all invoices to my attention:

Fred Balogh, Controller
Somerset Transport Corp.
11540 Hwy. 92 East
Seffner, FL 33584

We are making this change in our internal procedures to expedite the processing and payment of all invoices due to your company. You may direct any questions you have on past due invoices to my attention. Our phone number is (813) 623-5400 and my extension is 3013.

Please update your records to incorporate this change in your invoicing procedures. Thank you for your cooperation.

Sincerely,

SOMERSET TRANSPORT CORP.

Fred L. Balogh

Fred L. Balogh
Controller

FLB:dip

AS 2/27/97