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PRESTIGE
LEGAL & FINANCIAL SERVICES

ACCO NO. 001000002

REFERENCE : 792065 3487A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : January 4, 1996

ORDER TIME : 10:23 AM

ORDER NO. : 792065

CUSTOMER NO: 3487A

CUSTOMER: Ms. Sharon Firlotte
ICARD MERRILL CULLIS TIMM
FUREN & GINSBURG, PA
2033 Main Street, Suite 600
P. O. Drawer 4195
Sarasota, FL 34237

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***70.00 ***70.00

DOMESTIC FILING

NAME: FLORIDA ATLANTIC INDEPENDENT
REEFER SERVICE, INC.

XX ARTICLES OF INCORPORATION
 _____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint D. Fuhrman

EXAMINER'S INITIALS:

FILED
96 JAN -4 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JAN -4 AM 11:07
DIVISION OF CORRECTIONS

T. BROWN JAN - 5 1996

ARTICLES OF INCORPORATION
OF

FLORIDA ATLANTIC INDEPENDENT REEFER SERVICE, INC.

FILED
96 JAN -4 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1. - NAME

The name of the corporation is Florida Atlantic Independent Reefer Service, Inc.

ARTICLE 2. - PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 2033 Main Street, Suite 600, Sarasota, FL 34237. The corporation may change its principal office from time to time as permitted by law.

ARTICLE 3. - MAILING ADDRESS

The initial mailing address of the corporation shall be 2033 Main Street, Suite 600, Sarasota, FL 34237. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE 4. - PURPOSE

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

ARTICLE 5. - SHARES

This corporation is authorized to issue 7,500 shares of voting common stock with a par value of \$1.00 per share.

ARTICLE 6. - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE 7. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2033 Main Street, Suite 600, Sarasota, Florida

34237, and the name of the initial registered agent of this corporation at that address is Charles J. Bartlett.

ARTICLE 8. - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Charles J. Bartlett
2033 Main Street, Suite 600
Sarasota, FL 34237

ARTICLE 9. - INCORPORATOR

The name and address of the Incorporator is:

Charles J. Bartlett
2033 Main Street, Suite 600
Sarasota, FL 34237

ARTICLE 10. - CUMULATIVE VOTING

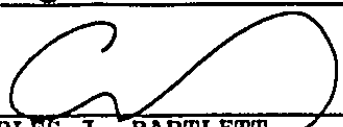
All shareholders are entitled to cumulate their votes for directors.

ARTICLE 11. - INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and

directors or arising out of their status as such.

The undersigned Incorporator has executed these Articles of Incorporation on the 3RD day of JANUARY, 1996.

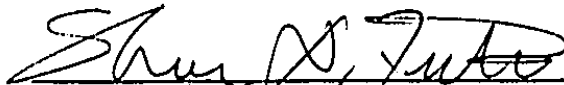


CHARLES J. BARTLETT

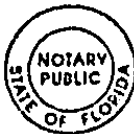
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, a Notary Public, appeared CHARLES J. BARTLETT, known to be the person described as the Incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to the same.

Witness my hand and official seal this 3rd day of January, 1996.



Notary Public
My Commission Expires:




SHARON D. FIRLOTTE
My Comm Exp. 7/24/96
Bonded By Service Ins
No. CC213146

[Signature] *[Illegible]*

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT FOR
FLORIDA ATLANTIC INDEPENDENT REEFER SERVICE, INC.**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, the undersigned hereby acknowledges and accepts the appointment and agrees to act in this capacity, and it further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

DATED: Jan 3, 1996.



CHARLES J. BARTLETT

Registered Agent

FILED
96 JAN -4 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA