

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9771
904-222-0033 FAX

800-342-0086

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

RECEIVED
96 JAN 29 AM 10:05
DIVISION OF CORPORATION

ACCOUNT NO. : 872 00000032

REFERENCE : 820936 4729071

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT : \$ 70.00

ORDER DATE : January 26, 1996

ORDER TIME : 3:58 PM

ORDER NO. : 820936

500001699945

CUSTOMER NO: 4729071

CUSTOMER: Pam Saul, Legal Asst
MELVILLE & FOWLER, P.A.

Laurel Professional Park
2940 South 25th Street
Fort Pierce, FL 34981

DOMESTIC FILING

NAME: BLUERIVER FRUIT TRUCKING, 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: MJP

EXAMINER'S INITIALS: T. BROWN JAN 29 1996

FILED
96 JAN 29 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BLUERIVER FRUIT TRUCKING, INC.

FILED
96 JAN 29 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

BLUERIVER FRUIT TRUCKING, INC.

The address of the principal office of this corporation shall be Post Office Box 1178, Ft. Pierce, Florida 34954, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200,000 shares of common stock having no par value per share. 100,000 voting shares, 100,000 non voting shares.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

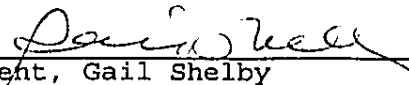
ARTICLE VI. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on January 26, 1996.

CORPORATION SERVICE COMPANY

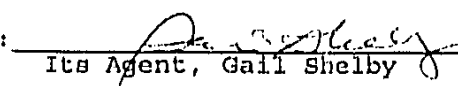
By: 
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

FILED
96 JAN 29 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Gail Shelby

GMC/mjp

P96000008761
1200 HAYS STREET
TALLAHASSEE, FLORIDA 32301
800-144-8080
FILED



96 JAN 31 AM 10:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032
REFERENCE : 020936 4729071
AUTHORIZATION : Patricia Pyatt
COST LIMIT : \$ 35.00

ORDER DATE : January 26, 1996

ORDER TIME : 11:32 AM

ORDER NO. : 020936

CUSTOMER NO: 4729071

CUSTOMER: Pam Saul, Legal Asst
Melville & Fowler, P.A.
Laurel Professional Park
2940 South 25th Street
Fort Pierce, FL 34901

RECEIVED

96 JAN 31 PM 1:18
RECEIVED
BUREAU OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: BLUERIVER FRUIT TRUCKING, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

N. HENDRICKS FEB - 2 1996

CONTACT PERSON: MJP

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

January 31, 1996

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: BLUERIVER FRUIT TRUCKING, INC.
Ref. Number: P9600008761

We have received your document for BLUERIVER FRUIT TRUCKING, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 996A00004300

FILED
96 JAN 31 AM 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

ARTICLE I of the Articles of Incorporation of
BLUERIVER FRUIT TRUCKING, INC. shall be amended to read as
follows:

ARTICLE I. NAME

The name of the corporation shall be:

BLUERIVER TRUCKING, INC.

All other paragraphs and articles of the Articles of
Incorporation shall remain unchanged.

The foregoing amendment was adopted by the Incorporator
without shareholder action because shareholder action was not
required.

The foregoing amendment was adopted on the 31 day
of January, 1996.

Corporation Service Company


BY: Its Incorporator,

Its Agent, Karen B. Rozar

P96000008761

MELVILLE, FOWLER & SOWERBY, P. A.

ATTORNEYS AT LAW
LAUREL PROFESSIONAL PARK
2040 SOUTH 25TH STREET
FORT PIERCE, FLORIDA 34901-0000

HAROLD G. MELVILLE*
MICHAEL D. FOWLER**
DAVID N. SOWERBY

TELEPHONE (888) 464-7900
FAX (888) 464-0820

*BOARD CERTIFIED CIVIL TRIAL LAWYER
**BOARD CERTIFIED WILLS, TRUSTS
AND ESTATE LAWYER

December 5, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600002023906--1
-12/09/96--D1067--016
*****70.00 *****35.00

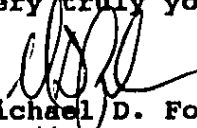
Re: Blueriver Trucking, Inc.
Riverbell, Inc.

Dear Ladies or Gentlemen:

Enclosed please find an original and one copy of Statement of Change of Registered Office/Agent for each of the referenced corporations, together with our check in the amount of \$70.00 as and for the respective filing fees.

Please return a "filed" copy of each of the Statements of Change to this office. A return envelope is enclosed for your convenience.

Very truly yours,


Michael D. Fowler
MDF/js

Enclosures

cc: Mr. Ronald Wuchte
Norm Toombs, CPA

FILED
96 DEC -9 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 12/15

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Blueriver Trucking, Inc.

1b. Date of Incorporation 1/29/96 Document number P96000008761

2. The name and address of the current registered agent and office:

CSC Networks, 1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

Ronald Wuchte

1155 Jenkin Rd. FT. Pierce, FL

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Ronald Wuchte

SIGNATURE

11-16-96

DATE

Ronald Wuchte

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Ronald Wuchte

(Registered Agent)

DATE

11-16-96

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314