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January 24, 1996

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

700001700337
-01/29/96--01060--0119
****122.50 ****122.50

Re: Willoughby & Son, Inc.

Dear Clerk:

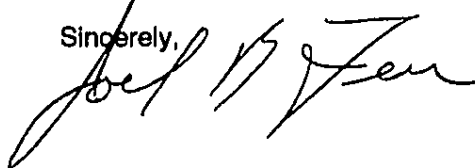
Enclosed please find the original and one copy of the Articles of Incorporation for the referenced corporation. Also find enclosed a check in the amount of \$122.50 to cover the following fees:

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

Please file the Articles, certifying them as the Articles of Incorporation, and returning a certified copy to my office.

Thank you for your assistance in this matter.

Sincerely,



Joel B. Fein
JBF:lr

(Encl.)

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1/31

**ARTICLES OF INCORPORATION
OF
WILLOUGHBY & SON, INC.**

ARTICLE I. CORPORATE NAME.

The name of this corporation is : **WILLOUGHBY & SON, INC.**

ARTICLE II. PRINCIPAL OFFICE AND ADDRESS

The address of the principal office of the corporation is 5019 Palm River Road, Tampa, Florida 33619 and mailing address of the corporation is 5019 Palm River Road, Tampa, Florida 33619.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation is perpetual.

ARTICLE V. PURPOSE

The purpose for which the Corporation of organized is: Transportation of general commodities/dry perishable products and any other lawful business.

ARTICLE VI. BOARD OF DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is one (1), and the name and address of the initial directors are:

Wiley F. Willoughby 5019 Palm River Road, Tampa, Florida 33619

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be two (2) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorizing number of directors until such number is changed by a bylaw duly adopted by the shareholders.

ARTICLE VII. REGISTERED AGENT, REGISTERED OFFICE AND PRINCIPAL ADDRESS

The initial registered office of the Corporation shall be located at 534 Robin Hill Circle, Brandon, Florida 33510. The initial registered agent of the Corporation at that address shall be **WILEY M. WILLOUGHBY, II.**

ARTICLE VIII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

**WILEY F. WILLOUGHBY
5019 Palm River Road
Tampa, Florida 33619**

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 24th day of JANUARY, 1996.

Wiley F. Withersby
INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, personally appeared Wiley F. Withersby, to me known to be the person described and Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that (he) (she) subscribed to these Articles of Incorporation on this 24 day of JANUARY, 1996. REG. NO. 421 886 41-165-0

(SEAL)

Lisa R. Rocamora
NOTARY NAME:
Notary Public



LISA R. ROCAMORA
My Commission CO#11164
Expires Oct. 03, 1998
Bonded by HAI
800-422-1958

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: **WILLOUGHBY & SON, INC.**
2. The name and address of the registered agent and office is:

WILEY M. WILLOUGHBY, II.
534 Robin Hill Circle
Brandon, Florida 33510

SIGNATURE: Wiley M. Willoughby

TITLE: Incorporator

DATE: 1/24/96

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 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: Wiley M. Willoughby, II
WILEY M. WILLOUGHBY, II

DATE: 25 Jan 1996