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LAW OFFICES

RICHARD L. PEARSE, JR., P.A.

RICHARD L. PEARSE, JR.

DEBRA A. BERGENSON,
LEGAL ASSISTANT

814 CHESTNUT STREET
CLEARWATER, FLORIDA 34618

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ELECTRONIC MAIL:
RLPEARSE@NOVALINK.COM

January 22, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RECEIVED 7:00 PM
JAN 23 1996
FEB 12 1996

RE: Articles of Incorporation of
North American Handling, Inc.

Dear Sir or Madam:

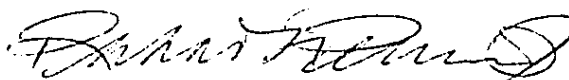
Enclosed you will find the original and one copy of Articles of Incorporation of the referenced new corporation. We also enclose our check in the amount of \$122.50, representing the following:

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

Please return one certified copy of the Articles of Incorporation to this office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely yours,



Richard L. Pearse, Jr.

RLP/dab

Enclosures

FEB - 1 1996

FILED
JAN 29 AM 8:59
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NORTH AMERICAN HANDLING, INC.**

1977
95 JAN 29 AM 9:59
TALLAHASSEE, FLORIDA

Article 1. NAME. The name of this corporation is **NORTH AMERICAN HANDLING, INC.**

Article 2. PRINCIPAL OFFICE. The address of the principal office of the corporation is St. Petersburg Clearwater International Airport, Suite 100, Clearwater, FL 34622. The mailing address of the corporation is St. Petersburg Clearwater International Airport, Suite 100, Clearwater, FL 34622.

Article 3. AUTHORIZED SHARES. The corporation shall have one class of shares which shall be referred to as "common" shares. The corporation is authorized to issue 7,500 common shares. The par value of the common shares of the corporation shall be \$1.00 per share.

Article 4. PREEMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new shares of the 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 at the price at which it is offered to others.

Article 5. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this corporation is 814 Chestnut Street, Clearwater, Florida 34616, and the name of the initial Registered Agent at that address is Richard L. Pearse, Jr.

Article 6. INCORPORATOR. The name and address of the person subscribing to these Articles of Incorporation is:

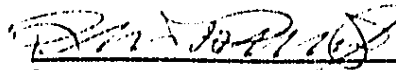
Richard L. Pearse, Jr.
814 Chestnut Street
Clearwater, FL 34616

Article 7. PURPOSE. The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States and of the State of Florida, in accordance with and as permitted by Chapter 607, Florida Statutes.

Article 8. INITIAL DIRECTORS. The name and address of the initial Director of this corporation is as follows:

Colin G. Tubb
83 Hidden Lake Drive
North Brunswick, NJ 08902

EXECUTED by the undersigned Incorporator on this 22nd day of January, 1996.



Incorporator

STATE OF FLORIDA }
COUNTY OF PINELLAS }

The foregoing Articles of Incorporation were acknowledged before me on this January 22nd, 1996, by Richard L. Pearce, Jr., who was personally known by me or who produced satisfactory evidence of identity, and who took an oath.



DEBORA A. BERGERON
MY COMMISSION # CC392677 EXPIRES:
July 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.



Print Name: _____

Notary Public — State of Florida

Commission No.: _____

My commission expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0505, FLA. STAT. (1991) the undersigned certifies that NORTH AMERICAN HANDLING, INC., desiring to organize or qualify under the laws of the State of Florida, has named Richard L. Pearse, Jr., whose address is 814 Chestnut Street, Clearwater, Florida 34616, as its Agent to accept Service of Process within the State of Florida.

Dated this 22nd day of January, 1996.

NORTH AMERICAN HANDLING, INC.

By: 
Title: Incorporator

ACCEPTANCE OF DESIGNATION

The undersigned, having been named to accept Service of Process for the above-stated corporation at the place designated in this Certificate, does hereby agree to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of all required duties, with which the undersigned certifies that he is familiar.

Dated this 22nd day of January, 1996.


RICHARD L. PEARSE, JR.

TALLAHASSEE, FLORIDA

05 JAN 29 AM 8:59

FBI