

VORBECK & VORBECK, P.A.
ATTORNEYS AT LAW

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P96000013202

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

400001709654
-02/08/96--01016--005
*****70.00 *****70.00

Re: Varner Transport, Inc.

Dear Sir or Madam:

RECEIVED DATE
2-9-96

Enclosed please find the following:

1. Original and one copy of Articles of Incorporation;
2. Original and one copy of Certificate Designating Registered Office;
3. Check in the amount of \$70.00;
4. Self-addressed stamped envelope.

Please file these documents with your office and return a stamped copy to the undersigned. If further information is needed, please call my office.

Thank you for your attention to this matter.

Sincerely,

Gary A. Vorbeck

Gary A. Vorbeck

GAV/mk
Enclosures

FILED
FEB -8 AM 3:38
DEPT. OF STATE
TALLAHASSEE, FLORIDA

Panda
2-12-96

**ARTICLES OF INCORPORATION
OF
VARNER TRANSPORT, INC.**

96 FEB -8 PM 3:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following Articles of Incorporation:

EFFECTIVE DATE
2-9-90

ARTICLE ONE

NAME

The name of the corporation is VARNER TRANSPORT, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation shall be perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is 1000 shares, all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE

PREEMPTIVE RIGHTS GRANTED

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation with thirty (30) days of receipt of notice from the corporation.

ARTICLE SIX

REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE

The name and address of the initial registered agent of this corporation shall be EDWARD O. VARNER, 2901 Highway 31 South, Arcadia, Florida 33821. The registered office of this corporation is 2901 Highway 31 South, Arcadia, Florida 33821. The principal office and mailing address is also 2901 Highway 31 South, Arcadia, Florida 33821.

ARTICLE SEVEN

DIRECTORS

1. The Board of Directors of the corporation shall consist of three (3) members;
and

2. The names and addresses of the first Board of Directors are:

NAME	ADDRESS
David O. Varner	2901 Highway 31 South Arcadia, Florida 33821
Edward O. Varner	2501 Highway 31 South Arcadia, Florida 33821
Phillip E. Varner	2901 Highway 31 South Arcadia, Florida 33821

ARTICLE EIGHT

INCORPORATOR

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

NAME	ADDRESS
Edward O. Varner	2901 Highway 31 South Arcadia, Florida 33821

ARTICLE NINE

AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained


In these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TEN

COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on February 9, 1996.

IN WITNESS WHEREOF, we have subscribed our names this 6th day of February, 1996.

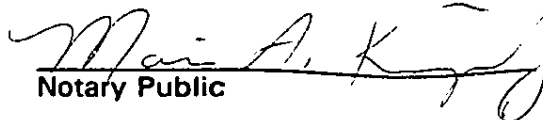

EDWARD O. VARNER
Incorporator

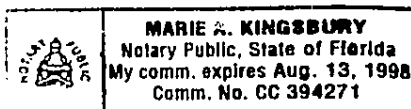
STATE OF FLORIDA)

COUNTY OF DESOTO)

On this 6th day of February, 1996, before me, the undersigned authority, personally appeared Edward O. Varner, known to me to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained, and who is personally known to me.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.


Notary Public



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA, AND NAMING THE REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

96 FEB -8 PM 3:30
FILED
TALLAHASSEE, FLORIDA

In compliance with § 48.091 and 607.0501 of the Florida Statutes, the following is submitted:

1. That Varner Transport, Inc. desiring to qualify under the laws of the State of Florida, with its principal place of business in the City of Arcadia, State of Florida, has named Edward O. Varner located at 2901 Highway 31 South, Arcadia, Florida 33821, as its Registered Agent to accept service of process within the State of Florida.

DATED: 2/6, 1996.


VARNER TRANSPORT, INC.

By: 

Edward O. Varner

Having been named to accept service of process for the above stated corporation at the place designated above, I HEREBY AGREE TO ACT in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: 2/6, 1996.


Registered Agent