

P96 0000040842

STEPHEN E. HILKER, P.A.

Attorneys at Law

700 Bold Street
Post Office Box 1217
Palatka, Florida 32178

Stephen E. Hilker
Wesley H. Owens

Telephone: 004/328-1404
Facsimile: 004/325-1304

May 2, 1996

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

Re: M & W Ford Express, Inc.

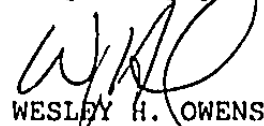
COMMUNICATIONS SECTION
MAY 2 1996 10:11 AM
FBI - TALLAHASSEE

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for the filing fee, designation of registered agent, certified copy, and certificate of status.

Also enclosed is the designation of the registered agent.

Very truly yours,


WESLEY H. OWENS

FILED
96 MAY -6 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL MAY 13 1996

**ARTICLES OF INCORPORATION OF
M & W FORD EXPRESS, INC.**

FILED
96 MAY -6 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida Corporation Act, Florida Statutes section 607.0101 et seq., adopt the following articles of incorporation.

ARTICLE I: NAME

The name of the corporation is M & W Ford Express, Inc.

ARTICLE II: PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 1101 North Summit Street, Crescent City, Florida 32112.

ARTICLE III: CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE IV: PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of delivering mail.
2. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
3. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE V: CAPITALIZATION

The total number of shares of all classes of stock which the corporation has authority to issue is 10,000 shares divided into 5000 shares of preferred stock with no par value and 5000 shares of common stock with no par value. The following is a description of each class of stock with the powers, preferences, and rights and the restrictions, qualifications, and limitations of each:

1. The board of directors may, except as otherwise provided below, by resolution from time to time, classify or reclassify and issue in one or more series any unissued shares of preferred stock and may fix or alter in one or more respects, from time to time before reissuance of such shares, the number and designation of any series or classification, liquidation and dividend rights, conversion rights, and any other rights, restrictions and qualifications of and the terms of any purchase, retirement, or sinking fund, which may be provided for the shares of preferred stock.

2. No holder of stock of the corporation shall be entitled as a matter of right, preemptive or otherwise, to subscribe for or purchase any part of any stock now or subsequently authorized to be issued, or shares of the stock, held in the treasury of the corporation or securities convertible into stock, whether issued for cash or other consideration or by way of dividend or otherwise.

3. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, the holders of the preferred stock shall be entitled to receive \$50 in cash for each preferred share, together with an amount in cash equal to accrued and unpaid dividends to the date of such payment, before any distribution of the assets of the corporation shall be made to the holders of common stock. After payment shall have been made in full to the holders of the outstanding preferred stock or funds necessary for payment shall have been set aside in trust for the account of the holders of the outstanding preferred stock so as to be available for payment, the holders of the outstanding preferred stock shall be entitled to no further participation in such distribution of the assets of the corporation and the remaining assets of the corporation shall be divided and distributed among the holders of the common stock then outstanding according to their respective shares. If, upon such liquidation, dissolution, or winding up, the assets of the corporation distributable as described above among the holders of the preferred stock shall be insufficient to permit the payment to them of such amount, the entire assets shall be distributed ratably among the holders of the preferred stock. A consolidation or merger of the corporation, a sale or transfer of all or substantially all of its assets as an entirety, or any purchase or redemption of stock of the corporation of any class, shall not be regarded as a

"liquidation, dissolution, or winding up of the affairs of the corporation" within the meaning of this paragraph.

4. The holders of shares of preferred stock and the holders of shares of common stock shall possess full voting rights and powers on all matters voted on by the stockholders of the corporation, including the election of directors, shall be entitled to notice of stockholders' meetings, and shall vote together. Each holder of common stock shall be entitled to one vote for each share held. Each holder of preferred stock shall be entitled to such voting rights as shall be fixed by the board of directors, but in no event shall more than one vote for each share held.

ARTICLE VI: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 700 Reid Street, Palatka, Florida 32177 and the name of its initial registered agent at such address is Wesley H. Owens.

ARTICLE VII: DIRECTORS

The number of directors constituting the corporation's initial board of directors is two. The name and address of each person who is to serve as a member of the initial board of directors is:

1. Marvin Wendel Ford, 1101 North Summit Street, Crescent City, Florida 32112.

2. Mary Ford, 1101 North Summit Street, Crescent City, Florida 32112.

ARTICLE VIII: INTERESTED DIRECTOR CONTRACTS

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the board of directors or a committee which authorizes, approves, or ratifies such contract or transaction or because his or her or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

2. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the shareholders.

**ARTICLE IX: AUTHORITY OF DIRECTORS AND
ISSUANCE OF CORPORATE OBLIGATIONS**

The board of directors shall have authority to issue bonds, debentures, or other obligations of the corporation, from time to time, for any of the objects or purposes of the corporation, and to secure them by mortgage, deed of trust, or pledge or any or all of the real and personal property, rights, privileges, and franchises of the corporation wherever situated, acquired, and to be acquired, and to sell or otherwise dispose of any or all of such obligations in any manner and on such terms as the board of directors may deem proper

ARTICLE X: INCORPORATORS

The name and address of each incorporator is:


1. Marvin Wendel Ford, 1101 North Summit Street, Crescent City, Florida 32112.
2. Mary Ford, 1101 North Summit Street, Crescent City, Florida 32112.

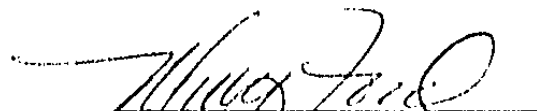
ARTICLE XI: AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, add to, or repeal any provision contained in these articles of incorporation, in the manner consistent with law and in conformity with the provisions set for in the bylaws.

EXECUTION

In witness whereof, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this corporation, have executed these articles of incorporation on May 2, 1996.

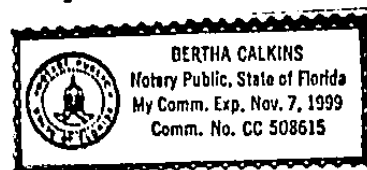

Marvin Wendel Ford


Mary Ford

Before me, the undersigned authority, personally appeared Marvin Wendel Ford and Mary Ford, known to me to be the persons described in and who executed the above instrument and acknowledged before me that they executed the same.

Witness my hand and seal in Putnam County, Florida on May 2, 1996.


Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: M & W Ford Express, Inc.
2. The name and address of the registered agent and office is:

Wesley H. Owens
700 Reid Street
Palatka, Florida 32177

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.



WESLEY H. OWENS

May 2, 1996

FILED
96 MAY -6 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000040842

STEPHEN E. HILKER, P.A.

Attorney at Law

700 Reid Street
Post Office Box 1217
Palatka, Florida 32178

Stephen E. Hilker
Wesley H. Owens

Telephone: 904/328-1464
Facsimile: 904/325-1364

May 15, 1996

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32301


700001825897
-05/17/96--01003--006
*****35.00 *****35.00

Re: M & W Ford Express, Inc.
P 96000040842

Dear Sir or Madam:

Enclosed are a check for \$35 and articles of correction for the above-named corporation. The articles of incorporation were filed on May 6, 1996. This is being mailed to you via overnight delivery to ensure that the articles of correction are filed within the ten day period authorized by Florida Statute section 607.0124.

Very truly yours,


WESLEY H. OWENS

Enclosure

FILED
96 MAY 16 PM 2:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Art. of Correction

WS MAY 22 1996

ARTICLES OF CORRECTION

The undersigned, for the purpose of correcting the articles of incorporation of M & W Ford Express, Inc., articles of incorporation were filed on May 6, 1996, adopt the following articles of correction pursuant to Florida Statute section 607.0124. The articles of incorporation contained an incorrect statement in that Article V created more than one class of shares. Accordingly, Article V of the articles of incorporation is hereby stricken and the following article is adopted in its stead:

ARTICLE V: CAPITALIZATION

1. The aggregate amount of the total authorized capital stock of this corporation is 10,000 shares of common stock which shall be all of the same class. No preferences, qualifications, limitations, restrictions, or special rights, other than those provided by law, shall exist with respect to any of the shares of the corporation or any of the holders of such shares. Such stock may be issued from time to time without action by the stockholders, or such consideration as may be fixed from time to time by the board of directors, and shares so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock and the holder of such shares shall not be liable for any further payment.

2. Unless otherwise determined by the board of directors, no holder of stock of the corporation shall be entitled, as a matter

FILED
96 MAY 16 PM 2:46
SECRETARY OF STATE
ATLANTA, GEORGIA

of right, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment of the articles or out of shares of stock of the corporation acquired by it after the issue of the shares, and whether issued for cash, promissory notes, services, personal or real property, or other securities of the corporation, nor shall any holder of stock of the corporation be entitled to any right of subscription to any of such shares. Further, unless otherwise determined by the board of directors, not holder of any shares of the stock of the corporation is entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants or other instrument or instruments which shall confer on the holder or holders of that obligation the right to subscribe for or purchase from the corporation any shares of its capital stock of any class or classes.

EXECUTION

In witness whereof, for the purpose of correcting the articles of incorporation pursuant to Florida Statute section 607.0124, the

undersigned director executes these articles of correction on May 15, 1996.


Marvin Wendell Ford

Before me, the undersigned authority, personally appeared Marvin Wendell Ford, known to me to be the persons described in and who executed the above instrument and acknowledged before me that they executed the same.

Witness my hand and seal in Putnam County, Florida on May 15, 1996.


Notary Public

