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SUITE 10

PENNAACOLA, FLORIDA 32503

JAMES G. TAYLOR  
THOMAS G. VAN MATRE, JR.

FILED  
MAY 17 PM 12:11  
TALLAHASSEE, FLORIDA  
POST OFFICE BOX 6300  
PENSACOLA, FLORIDA 32513-0300  
(904) 474-1030  
FAX (904) 479-4480

May 16, 1996

800001827138  
-05/17/96--01085--010  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Postal Express of Northwest Florida, Inc.  
Our File: CTB-657

To Whom It May Concern:

Enclosed is the original and one copy of the Articles of Incorporation for the referenced corporation. Please file the original in your office and return the copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$122.50 for the filing fee, charter tax, certified copy, etc.

Yours truly,

  
JAMES C. TAYLOR

/lgi

enclosures

D. BROWN MAY 23 1996

ARTICLES OF INCORPORATION  
OF

POSTAL EXPRESS OF NORTHWEST FLORIDA, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is POSTAL EXPRESS OF NORTHWEST, FLORIDA, INC.

**ARTICLE II - ADDRESS**

The initial address of the corporation is 8200 Highway 98 West, Suite F, Pensacola, Florida 32506.

**ARTICLE III - NATURE AND/OR PURPOSE OF BUSINESS**

This corporation shall engage in any activities or business permitted under the laws of the United States or of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 8200 Highway 98 West, Suite F, Pensacola, Florida 32506.

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TALLAHASSEE, FLORIDA

The initial registered agent for the Corporation at that address is Ronald D. Parker.

#### ARTICLE VII - DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

#### ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS

The names and address of the persons who will serve on the initial directors and corporate officers are:

Name	Address	Office
RONALD D. PARKER	4141 Bonway Drive Pensacola, Florida 32504	President
LINDA S. PARKER	4141 Bonway Drive Pensacola, Florida 32504	Vice President

#### ARTICLE IX - SUBSCRIBERS

The names and street addresses of the subscribers to these articles of incorporation are:

Name	Address
RONALD D. PARKER	4141 Bonway Drive Pensacola, Florida 32504
LINDA S. PARKER	4141 Bonway Drive Pensacola, Florida 32504

#### ARTICLE X - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any stock of this 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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XI - RESTRICTIONS ON SALE OF STOCK**

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege or purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at the liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the

corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares less than the total number of shares involved in such bona fide offer.


  
RONALD D. PARKER

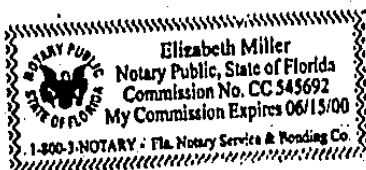
  
LINDA S. PARKER

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of May, 1996, by RONALD D. PARKER and LINDA S. PARKER, who produced drivers' licenses as identification.

  
NOTARY PUBLIC



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

Pursuant to Florida Statutes 48.091 and 607.0501 the following  
is submitted in compliance with said Act: 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 POSTAL EXPRESS OF  
NORTHWEST FLORIDA, INC.

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

RONALD D. PARKER  
8200 Highway 98 West, Suite F  
Pensacola, Florida 32506

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.

  
RONALD D. PARKER

Date: 5/15/96, 1996