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CR2E031(1/95)

D. BROWN JUL - 9 1996



ARTICLES OF INCORPORATION OF OWNERS OPERATORS U.S.A., INC.

WE, THE UNDERSIGNED SUBSCRIBERS TO THESE ARTICLES OF INCORPORTATION, NATURAL PERSONS COMPETENT TO CONTRACT, DO HEREBY FOR A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I

THE NAME OF THE CORPORATION SHALL BE OWNERS OPERATORS U.S.A. INC.

ARTICLE II NATURE OF BUSINESS

THE NATURE OF THE BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS ANY AND ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE INCORPORATED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME IS: ONE THOUSAND SHARES(1,000), \$1.00 PAR VALUE.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V TERM OF EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

THE INITIAL STREET ADDRESS IN THIS STATE OF THE PRINCIPAL OFFICE OF THIS CORPORATION IS 1826 IONIA STREET, JACKSONVILLE, FL 32206. THE BOARD OF DIRECTORS MAY, FROM TIME TO TIME, MOVE THE PRINCIPAL

OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII DIRECTORS

THIS CORPORATION SHALL HAVE NOT LESS THAN ONE (1) DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

ARTICLE VIII

INITIAL DIRECTORS

THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE:
A.R. WILLIAMSON; GEORGE MAHLER; CHARLES L. JONES 11; RICHARD JACOBS.

ARTICLE IX

SUBSCIBERS

THE NAMES AND STREET ADDRESSES OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION, THE NUMBER OF SHARES OF STOCK WHICH THEY AGREE TO TAKE AND THE CONSIDERATION THEREFOR ARE:

CONCI EDARTON

CHARGE

NAME AND ADDRESS	SHARES	Š	CONSIDERATION		
A.R. WILLIAMSON	200	PRE	INCORPORATION	SERVICES	
6111 FORDHAM CIRCLE N.					
JACKSONVILLE, FL 32213					
GEORGE MAHLER	200	PPF	INCORPORATION	SERVICES	
6111 FORDHAM CIRCLE N.	200	LKE	INCOMEDMENT	DERVICES	
JACKSONVILLE, FL 32213					
CHARLES L. JONES 11	200	PRE	INCORPORATION	SERVICES	
7524 SOUTHSIDE BLVD	200				
# 1401					
JACKSONVILLE, FL 32256					
 RICHARD JACOBS	100	PRE	INCORPORATION	SERVICES	

#1401 JACKSONVILLE, FL 32256

MIND AND ADDDECC

7524 SOUTHSIDE BLVD

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE 1826 IONIA STREET, JACKSONVILLE, FL 32206 (576 C) FOY A. SMITH 1826 IONIA STREET STE.C JACKSONVILLE, FL 32206

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PURSUANT TO FLORIDA STATUTES SECTION 607.164, HAVING BEEN NAMED AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT ORIDATIVE PLACE DESIGNATED ABOVE, I DO HEREBY AGREE TO DO SO AND DO ALSO AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING SAID OFFICE OPEN.

REGISTERED AGENT - JOY - Of SMITH

ARTICLE XI

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW, EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT THE STOCKHOLDER'S MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

IN WITNESS HEREOF, WE THE SUBSCRIBERS ABOVE NAMED, HAVE HEREUNTO
SET OUR HANDS AND SEALS THIS DAY OF 19

CEORGE MAHLEN
EXPIRES APR 13,1099
STATE OF FLORIDA
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OF THE SUBSCRIBERS ABOVE NAMED

I HEREBY CERTIFY THAT ON THIS DAY, BEFORE ME, A NOTARY PUBLIC DULY AUTHORIZED IN THE STATE AND COUNTY NAMED ABOVE TO TAKE ACKNOWLEDGMENTS, PERSONALLY APPEARED FOY A. SMITH TO ME TO KNOWN TO BE THE PERSONS DESCRIBED AS SUBSCRIBERS IN AND WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL IN THE COUNTY AND STATE NAMED ABOVE, THIS B DAY OF CALL 1996

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