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ONE INDEPENDENT DRIVE - SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS
POST OFFICE BOX 50
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TELEPHONE (904) 354-8080
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BLANCK FORENTE HENDERSON
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JOHN D. MILTON, JR.
DANIEL W. NUHN, JR.
SCOTT D. SCHILBERG
GARY L. WILKINSON
L. PETER JOHNSON (1948-1985)

August 5, 1996

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

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****122.50 ****122.50

Gentlemen:

Enclosed for filing are Articles of Incorporation and Certificate of Acceptance of Designation of Registered Agent for S & G Express, Inc., a new Florida corporation. Our firm check in the amount of \$122.50 is also enclosed.

Please file the Articles and return a certified copy to the attention of the undersigned.

Thank you for your attention to this matter. If you have any questions or concerns, please do not hesitate to contact me.

Very truly yours,



Norma W. McCormick
Legal Assistant

JDMJr:nm
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
S & G EXPRESS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is S & G Express, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office of this corporation is One Independent Drive, Suite 3000, Jacksonville, FL 32202. The mailing address of the corporation is Post Office Box 59, Jacksonville, FL 32201.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock with a par value of one dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on the date of filing of these Articles.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and primary office of this corporation in the State of Florida is One Independent Drive, Suite 3000, Jacksonville, FL 32202. The name of the initial registered agent of this corporation at that address is Norma W. McCormick. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

Norma W. McCormick

ADDRESS

One Independent Drive
Suite 3000
Jacksonville, FL 32202

ARTICLE VII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 2nd day of August, 1996.


_____(SEAL)
Norma W. McCormick, Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF**

S & G EXPRESS, INC.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon S & G EXPRESS, INC., a corporation organized under the laws of the State of Florida, does hereby state that she is familiar with the obligations of the position of Registered Agent and that she does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 3000, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Florida, on this 3rd day of August, 1996.


Norma W. McCormick
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA