

09/10/96 MON

RUDNICK & WOLFE

0001

996000076852

9/13/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

3:55 PM

((H96000012859 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: RUDNICK & WOLFE  
CONTACT: JUDITH E COVEY  
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: SUFFOLK TRANSPORT CORP.

AUDIT NUMBER.....H96000012859

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

CERT. COPIES.....1

PAGES..... 3

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

EFFECTIVE DATE  
9/16/96

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

55011.00.001

896A-428417

9-16-96  
17

RECEIVED

96 SEP 16 PM 12:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
96 SEP 16 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

M96000012859 0

**ARTICLES OF INCORPORATION  
OF  
SUFFOLK TRANSPORT CORP.**

FILED  
SEP 19 1996  
TAMPA  
CLERK OF COURT

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.  
Name**

The name of the Corporation is Suffolk Transport Corp.

EFFECTIVE DATE  
9/13/96

**II.  
Term of Existence**

The date when corporate existence will commence is September 13, 1996 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.  
Principal Office**

The principal office and mailing address of the Corporation is 11540 Highway 92 East, Seffner, Florida 33584.

**IV.  
Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which will be designated Common Stock.

**V.  
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o Rudnick & Wolfe, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

Prepared by: David A. Beyer  
Florida Bar No. 0349844  
Rudnick & Wolfe  
101 East Kennedy Blvd., Suite 2000  
Tampa, Florida 33602  
(813) 229-2111

JEC2516 09/13/96

M96000012859 0

H96000012859 0

**VI.**  
**Directors**

The Corporation will have 1 director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The name and address of the initial director of the Corporation, who will serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Jeffrey Seaman	11540 Highway 92 East Seffner, Florida 33584

**VII.**  
**Incorporator**

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

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Rudnick & Wolfe 101 East Kennedy Boulevard Suite 2000 Tampa, Florida 33602

**VIII.**  
**Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**IX.**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

H96000012859 0

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**XI.**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 13, 1996.

  
David A. Beyer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: September 13, 1996.

  
David A. Beyer

11/12/96

TU 10: 3

11 8 229 14

RUDNICK

0001

11/12/96

P96000076852

DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

((H96000015955 3))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: RUDNICK & WOLFE  
CONTACT: JUDITH E COVBY  
PHONE: (813)229-2111

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: SUFFOLK TRANSPORT CORP.  
AUDIT NUMBER.....H96000015955  
DOC TYPE.....REGISTERED AGENT CHANGE  
CERT. OF STATUS..0  
CERT. COPIES.....1

PAGES..... 1  
DEL.METHOD.. FAX  
EST.CHARGE.. \$87.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

RECEIVED

95 NOV 12 PM 4:37

DIVISION OF CORPORATIONS

OH 11/13  
RA Ch.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 NOV 12 AM 8:38

FILED

H96000015955

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR  
REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of Section 607.0502, Florida Statutes, the undersigned corporation incorporated under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: Suffolk Transport Corp.
- 1b. The mailing address of the corporation is: 11540 Highway 92 East, Seffner, Florida 33584
- 1c. Date of incorporation 09/13/96 Document number F26000076852
2. The name and address of the current registered agent and office:

David A. Beyer  
c/o Rudnick & Wolfe  
101 E. Kennedy Blvd., Suite 2000  
Tampa, Florida 33602

3. The name and address of the new registered agent and new registered office:

Larry Schwartz  
11540 Highway 92 East  
Seffner, Florida 33584

FILED  
96 NOV 12 AM 8:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

DATE: November 4, 1996.

SUFFOLK TRANSPORT CORP.

By: [Signature]

Larry Schwartz, Vice President

**ACCEPTANCE BY REGISTERED AGENT**

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Dated: November 4, 1996.

[Signature]  
LARRY SCHWARTZ  
REGISTERED AGENT

Prepared by: David A. Beyer  
Florida Bar No. 0349844  
Rudnick & Wolfe  
101 E. Kennedy Blvd., Suite 2000  
Tampa, Florida 33602  
(813) 229-2111

JBC2535 09/16/96

H96000015955