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09/13/96 FAX 813 229 1447

RUDNICK & WOLFE

2001

9/13/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

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

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: FALMOUTH TRANSPORT CORP.
AUDIT NUMBER.....H96000012856
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

9-13-96

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

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9/16/96

ARTICLES OF INCORPORATION
OF
FALMOUTH TRANSPORT CORP.

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SECRET
TALLAHASSEE, FLORIDA

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

EFFECTIVE DATE
9-13-96

The name of the Corporation is Falmouth Transport Corp.

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

JEC2514 09/13/96

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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 Scaman | 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.

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X.
Bylaws

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

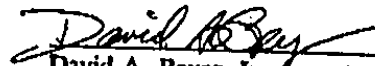
XI.
Indemnification

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.

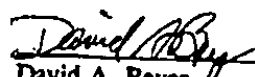
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on September 13, 1996.


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

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11/12/96

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

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

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: PALMOUTH TRANSPORT CORP.

AUDIT NUMBER.....H96000015954

DOC TYPE.....REGISTERED AGENT CHANGE

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$87.50

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TALLAHASSEE, FLORIDA

W96000015954

**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: Falmouth 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 P96000076911
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

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.

FALMOUTH 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

JBC2534 09/16/96

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