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HAIN, McCLURG, WATSON, GRIFFITH & BUSH

ATTORNEYS AT LAW

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I. TOM WATSON
(1919-1996)

*BOARD CERTIFIED REAL ESTATE LAWYER

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DATE
12-10-96

December 10, 1996

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

100002027421--2
-12/12/96--01071--005
****122.50 ****122.50

Re: Premier Motor Freight, Inc.

Gentlemen:

On behalf of the above referenced company, our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with a check in the amount of \$122.50 in payment of the following charges:

| | |
|---|-----------------|
| 1. Fee for filing Articles of Incorporation | \$ 35.00 |
| 2. Fee for obtaining certified copy of Articles of Incorporation | 52.50 |
| 3. Filing a certificate designating Registered Agent | 35.00 |
| | <u>\$122.50</u> |

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Very truly yours,


Philip H. Bush

PHB/tm
Enclosures

(c\filling.ltr)

FILED
96 DEC 12 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-13-96
KR

EFFECTIVE DATE

12-10-96

ARTICLES OF INCORPORATION
OF
PREMIER MOTOR FREIGHT, INC.

FILED
96 DEC 12 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is **PREMIER MOTOR FREIGHT, INC.**, and its principal office is 621 North Lake Park Avenue, Lakeland, Florida 33801 and its mailing address is P.O. Box 95545, Lakeland, Florida 33804-5545.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription and acknowledgment of the Articles of Incorporation.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be Five Thousand (5000) shares of common stock, each with \$1.00 par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each

and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 101 South Florida Avenue, Lakeland, FL 33801, and the initial registered agent of the corporation at such address is Philip H. Bush.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Philip H. Bush

Address

P. O. Box 38
Lakeland, FL 33802

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in

F.S.607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by F.S.607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 10th day of December, 1996.


_____(SEAL)
Philip H. Bush, Incorporator

CERTIFICATE DESIGNATING
REGISTERED AGENT

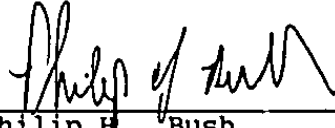
Pursuant to the provisions of F.S.48.091 and 607.0501, Florida Statutes, PREMIER MOTOR FREIGHT, INC., desiring to organize under the laws of the State of Florida, hereby designates PHILIP H. BUSH, ESQUIRE, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 101 South Florida Avenue, Lakeland, Florida 33815, the business office of its Registered Agent, as its Registered office.

PREMIER MOTOR FREIGHT, INC.

By: 
Philip H. Bush, Subscriber

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of F.S.48.091 and 607.0505, Florida Statutes.


Philip H. Bush

FILED
96 DEC 12 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA