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JOHN L. MANN

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December 10, 1996

Secretary of State
Division of Corporations
P.O. Box 5588
Tallahassee, FL 32314

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-12/12/96--01071--007
***122.50 ***122.50

Re: Progressive Logistics, Inc.

Ladies and Gentlemen:

Enclosed please find our check in the amount of
\$ 122.50 made payable to your order for filing the enclosed
Articles of Incorporation for Progressive Logistics, Inc.

Also enclosed is a copy of the Articles of Incorporation, to
be certified and returned to our office in the stamped self-
addressed envelope provided.

If you have any questions, please call me. Thank you for your
assistance in this matter.

Very truly,

Jackie Hutchison
Jackie Hutchison
Legal Assistant

enclosures (3)

FILED
96 DEC 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-13-96
KR

ARTICLES OF INCORPORATION
OF
PROGRESSIVE LOGISTICS, INC.

FILED
96 DEC 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I
Name and Address

The name of the Corporation shall be **PROGRESSIVE LOGISTICS, INC.**, and its mailing address is 229 Babson Drive, Babson Park, Florida 33827.

ARTICLE II
Purpose and Powers

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IV
Capital Stock

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V
Board of Directors

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director, whose name and address is:

WILLIAM L. RICHARDSON
229 Babson Drive
Babson Park, Florida 33827

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VI
Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to §§607.0205 and 607.0208 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

ARTICLE VII
Amendments

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

ARTICLE VIII
Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be 229 Babson Drive, Babson Park, Florida 33827.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **WILLIAM L. RICHARDSON**.

ARTICLE IX
Incorporator

The Incorporator is **WILLIAM L. RICHARDSON** whose address is 229 Babson Drive, Babson Park, Florida 33827.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 28 day of Dec, 1996.

William L. Richardson
WILLIAM L. RICHARDSON
William L. Richardson

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on this the 5th day of December, 1996 by WILLIAM L. RICHARDSON, who is personally known to me or who has produced FL Dr. License as identification and who did (did not) take an oath.

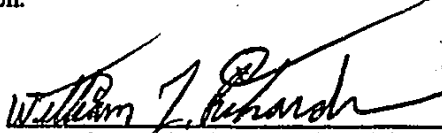
DEBORAH V. FIELDS
Notary Public, State of Florida
My comm. expires Nov. 2, 1997
Comm. No. CC327641

(SEAL)

Deborah V. Fields
Notary Public
DEBORAH V. FIELDS
(Print or Type Notary Name)
Commission (Serial) Number: CC327641
My Commission Expires:

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **PROGRESSIVE LOGISTICS, INC.**, as stated in these Articles of Incorporation.


WILLIAM L. RICHARDSON

FILED
96 DEC 12 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA