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DECEMBER 18, 1996

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
POST OFFICE BOX 6327
TALLAHASSEE, FLORIDA 32314

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-12/20/96--01090--013
*****70.00 *****70.00

SUBJECT: W AND M TRUCKING CO., INC.

Enclosed please find an Original and one (1) copy of the
articles of incorporation for the above corporation and check
in the amount of \$70.00.

Grace Whitley
GRACE WHITLEY

FROM: GRACE WHITLEY
14143 DENTON ROAD
JACKSONVILLE, FLORIDA 32226
TELEPHONE NUMBER: (904) 757-5389

FILED
STATE
SECRETARY OF CORPORATIONS
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12/27

ARTICLES OF INCORPORATION
OF
W AND M TRUCKING CO., INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby forms a corporation under the laws of the State of Florida.

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ARTICLE I NAME

The name of the corporation shall be W AND M TRUCKING CO., INC.. PRINCIPLE OFFICE: 14143 DENTON ROAD, JACKSONVILLE, FLORIDA 32226.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

TRUCKING CO., LEASING AND OPERATIONS.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered agent of the corporation shall be 6802 North Main Street, Jacksonville, Florida, 32208, and the name of the Registered Agent is: Annette Tumlin.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

ARTICLES OF INCORPORATION "W AND M TRUCKING CO., INC."

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

GRACE WHITLEY
14143 DENTON ROAD
JACKSONVILLE, FLORIDA 32226
TELEPHONE: (904) 757-5389

ARTICLE IX INCORPORATOR

The name and address of the incorporators are:

TARA MARTIN
14131 DENTON ROAD
JACKSONVILLE, FLORIDA 32226
TELEPHONE: (904) 696-2676

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 18TH day of DECEMBER, 1996.

ARTICLES OF INCORPORATION "W AND M TRUCKING CO., INC."

Incorporator:

Grace Whitley
GRACE WHITLEY

Tara Martin
TARA MARTIN

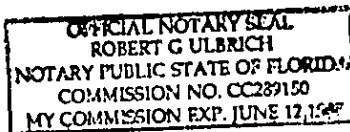
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 18TH day of December, 1996, by GRACE WHITLEY and TARA MARTIN.

Robert G. Ulbrich
Notary Public

(SEAL)



FILED STATE
SECRETARY OF CORPORATIONS
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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida, **W AND M TRUCKING CO., INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at, 14143 DENTON ROAD, Jacksonville, Florida, 32226 has named ANNETTE TUMLIN, whose address is 6802 North Main Street, Jacksonville, Florida 32208, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

Annette Tumlin
ANNETTE TUMLIN

ARTICLES OF INCORPORATION "W AND M TRUCKING CO., INC."