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ATTORNEYS AT LAW

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HARRY A. BLAIR
BETH A. PRATHER

December 20, 1996

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****122.50 ****122.50

Secretary of State
Corporations Record Division
Post Office Box 6327
Tallahassee, FL 32314-6327

Re: **Articles of Incorporation -
Grigsby Brothers Truck Service & Repairs, Inc.**

Gentlemen:

With reference to the above captioned matter, enclosed are an original and one copy of Articles of Incorporation and Acknowledgment of Registered Agent for **Grigsby Brothers Truck Service & Repairs, Inc.**

Please file the original and return the copy certified with the filing date. Also enclosed is our firm check number 5103 in the amount of \$122.50 for incorporation fees.

Very truly yours,



Harry A. Blair

HAB/jf
Enclosures
cc: Grigsby Brothers

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The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock with a par value of \$1 per share. All shares shall be of the same class.

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with authority to exercise voting power of any stock. Likewise, no shareholder may sell or transfer his shares in this corporation except to an individual who is eligible to be a shareholder.

V STOCK RIGHTS

The common stock of this corporation shall have unlimited voting rights and the holders of said stock shall be entitled to receive the net assets of this corporation upon dissolution.

VI PREEMPTIVE RIGHTS

All shareholders of this corporation shall have preemptive rights with regard to the issuance of any stock.

VII INITIAL PRINCIPAL OFFICE ADDRESS

The address of the initial principal office of this corporation is 4130 Wausau, Fort Myers, Florida 33916.

VIII INITIAL REGISTERED AGENT AND REGISTERED ADDRESS

The name of the initial registered agent of this corporation is Reginald W. Grigsby and the registered address is 16350 Baypoint Boulevard, #G-102, North Fort Myers, Florida, 33917.

IX
INCORPORATORS

The names and addresses of the Incorporators signing these Article of Incorporation are as follows:

Reginald W. Grigsby	Dwight J. Grigsby
16350 Baypoint Boulevard	3791 Winkler Avenue
#G-102	#224
North Fort Myers, FL 33917	Fort Myers, FL 33916

X
BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of the directors may be increased, from time to time, by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial officers and directors of this corporation are as follows:

Reginald W. Grigsby	16350 Baypoint Boulevard
President/Treasurer/Director	#G-102
	North Fort Myers, FL 33917
Dwight J. Grigsby	3791 Winkler Avenue
Vice President/Secretary/Director	#224
	Fort Myers, FL 33916

XI
INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken is signed by all of the Shareholders entitled to vote upon such action at a meeting and is filed with the Secretary of the corporation as part of the corporate records.

XII
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested exclusively in the Shareholders.

XIII
INFORMAL DIRECTOR ACTION

If all the Directors severally or collectively consent, in writing, to any action taken or to be taken by the corporation and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a duly called meeting of the Board of Directors.

XIV
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

XV
AMENDMENT OF ARTICLES

These Articles of Incorporation, or any amendment thereto, may be amended or repealed as prescribed by law, and any right conferred upon the shareholders is subject to this reservation.

In Witness Whereof, the undersigned Incorporators have executed the foregoing Articles of Incorporation in the State of Florida, County of Lee, this 20 day of December, 1996.


Reginald W. Grigsby


Dwight J. Grigsby

STATE OF FLORIDA
COUNTY OF LEE

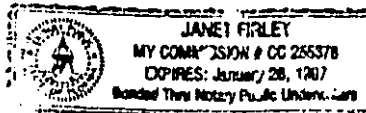
BEFORE ME, the undersigned authority, personally appeared, REGINALD W. GRIGSBY, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal in the County and State last aforesaid, this 20th day of December, 1996.

AK Ser # C-621-739-63-371-1

Janet Firley
Notary Public

My Commission Expires:



STATE OF FLORIDA
COUNTY OF LEE

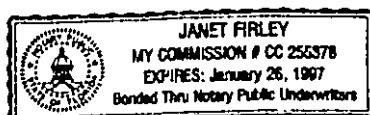
BEFORE ME, the undersigned authority, personally appeared, DWIGHT J. GRIGSBY, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

In Witness Whereof, I have hereunto set my hand and seal in the County and State last aforesaid, this 20th day of December, 1996.

AK Ser # C-621-170-65-468

Janet Firley
Notary Public

My Commission Expires:

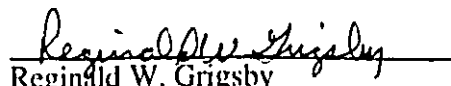


**ACKNOWLEDGMENT OF REGISTERED AGENT
OF
GRIGSBY BROTHERS TRUCK SERVICE & REPAIRS, INC.**

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Having been named to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I hereby 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 this 20 day of December, 1996.


Reginald W. Grigsby
Registered Agent