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December 31, 1996

VIA FEDERAL EXPRESS

Attorneys' Title Insurance Fund, Inc.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32302

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RE: ARTICLES OF DISSOLUTION OF CARROLL FULMER LOGISTICS L.C.
ARTICLES OF INCORPORATION CARROLL FULMER LOGISTICS, INC.

Dear Sir or Madam:

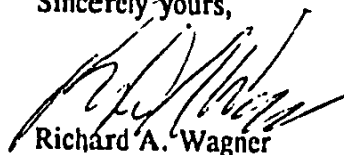
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Enclosed please find the following documents:

1. Original Articles of Dissolution for the above referenced company with attached Consent To Dissolution and Resignation of Carroll A. Fulmer as Resident Agent. Please file the original with the Secretary of State and ask them to return a certified copy to my attention.
2. My trust account check in the amount of \$140.00 representing the filing fee for the Articles of Dissolution (\$52.50), filing fee for the Resignation of Resident Agent (\$35.00) and cost of a Certified Copy of the Articles (\$52.50)
3. Original and one copy of Articles of Incorporation for Carroll Fulmer Logistics, Inc. Please file the original and return a Certified Copy to my attention.
4. My trust account check made payable to the Secretary of State in the amount of \$122.50 representing the filing fee for the Articles of Incorporation
5. My trust account check made payable to Attorneys' Title Insurance Fund, Inc. in the amount of \$10.00 for your services.

If you have any questions, please do not hesitate to contact me.

Sincerely yours,


Richard A. Wagner

RAW:kls
Enclosure

nc 1/2/97

August 23, 1996

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Carroll Fulmer Logistics, L.C.

Dear Sir or Madam:

This letter is to advise you that we have simultaneous with this letter directed through appropriate Articles of Dissolution that Carroll Fulmer Logistics, L.C. be dissolved with your office. This letter will further consent to the use of the name Carroll Fulmer Logistics, Inc. by Philip R. Fulmer as incorporator for Carroll Fulmer Logistics, Inc. It is not our intention to reactivate this company or utilize the name of Carroll Fulmer Logistics, L.C. in the future and we therefore consent to the use of the name Carroll Fulmer Logistics, Inc. by the new corporation.

FOOD CARRIER, INC.

By: 

President

CARROLL FULMER & CO., INC.

By: 

President

**ARTICLES OF INCORPORATION
OF
CARROLL FULMER LOGISTICS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator to the Articles of Incorporation is a natural person competent to contract and does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is **CARROLL FULMER LOGISTICS, INC.**

ARTICLE II

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE III

NATURE OF BUSINESS

This corporation shall have any and all powers that may be provided, authorized or permitted by law, it being the intention that this corporation shall have the right to engage in any business or activity not expressly prohibited by applicable law of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which this corporation is authorized to have outstanding at any one time is **1,000 shares of common stock at \$1.00 par value.**

ARTICLE V

REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be located at 8340 American Way, Groveland, Florida 34736. The registered agent of this corporation at this address shall be PHILIP R. FULMER. The mailing address of this corporation shall be P.O. Box 5000, Groveland, FL 34736-5000.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this corporation shall be conducted by at least one (1) director. The initial names and addresses of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Philip R. Fulmer	P.O. Box 5000 Groveland, FL 34736-5000

ARTICLE VII
INCORPORATOR

The name and address of the incorporator to this Certificate of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Philip R. Fulmer	P.O. Box 5000 Groveland, FL 34736-5000

IN WITNESS WHEREOF, I have executed these Articles of Incorporation in duplicate this 9th day of September, 1996 for the purpose of forming this corporation to do business both within and without the State of Florida and in

pursuance of the corporation law of the State of Florida do make and file in the Office of the Department of State, of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.



PHILIP R. FULMER

STATE OF FLORIDA
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 9th day of September, 1996, by PHILIP R. FULMER, who is personally known to me or who has produced a valid Florida Driver's License as identification and who did (did not) take an oath.



(Signature of person taking acknowledgement)

Shirley A. Anderson

(Name of acknowledge typed, printed or stamped)

Notary Public, State of Florida
My Commission expires:
Commission No.:



Shirley A. Anderson
MY COMMISSION # CC841123 EXPIRES
June 18, 2000
BONDED THRU TROY PAUL INSURANCE, INC.

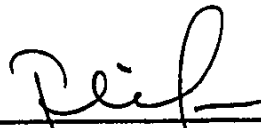
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That CARROLL FULMER LOGISTICS, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Groveland, County of Lake, State of Florida, has named PHILIP R. FULMER, located at 8340 American Way, Groveland, Florida 34736-5000, County of Lake, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

PHILIP R. FULMER
Resident Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA