

P 970000 02547

Charles R. Hilleboe, P.A.

2790 Sunset Point Road
Clearwater, Florida 34619
(813) 796-9191
Fax: (813) 726-0371

December 30, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

800002048898--9
-01/07/97-01135--008
****122.50 ****122.50

Re: Articles of Incorporation
BIG 3 EXPRESS, INC.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above referenced matter, along with a check in the amount of \$122.50 for filing. Please forward us a certified copy of the Articles of Incorporation at your earliest convenience.

If you have any questions or problems, do not hesitate to contact our office.

Sincerely,

Charles R. Hilleboe
Charles R. Hilleboe

CRH:cb
Enclosures
cc: Mrs. Ruggiero

*called Sherry,
corrected address in art 8.*

FILED
97 JAN -6 AM 10:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JAN 10 1997

ARTICLES OF INCORPORATION

OF

BIG 3 EXPRESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of this Corporation is BIG 3 EXPRESS, INC.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation and mailing address is:

2107 Chagall Circle
West Palm Beach, Florida 33409-7527

**ARTICLE III
TERM**

The term of existence of this Corporation is perpetual.

**ARTICLE IV
PURPOSE**

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE V
CAPITAL STOCK**

This Corporation is authorized to issue One Thousand (1,000) shares of common stock with no par value.

**ARTICLE VI
DIRECTORS**

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their successors

are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Marsha Ruggiero	2107 Chagall Circle West Palm Beach, FL 33409-7527
John Ruggiero, III	2107 Chagall Circle West Palm Beach, FL 33409-7527

ARTICLE VII OFFICERS

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Marsha Ruggiero	2107 Chagall Circle West Palm Beach, FL 33409-7527
Secretary	John Ruggiero, III	2107 Chagall Circle West Palm Beach, FL 33409-7527

ARTICLE VIII REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

<u>REGISTERED AGENT</u>	<u>OFFICE OF CORPORATION</u>
Charles R. Hilleboe	2790 Sunset Point Road Clearwater, FL 34619

ARTICLE IX INDEMNIFICATION

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being

of having been a Director or officer of this Corporation, or by reason of his serving or having served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

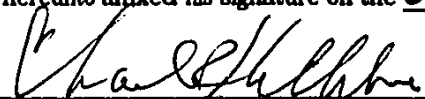
NAME

ADDRESS

Charles R. Hilleboe

2790 Sunset Point Road
Clearwater, FL 34619

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature on the 30th
day of December 30, 1996.


Charles R. Hilleboe

**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

I, Marsha Ruggiero, as Registered Agent for BIG 3 EXPRESS, INC. do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 2780 Sunset Point Road, City of Clearwater, County of Pinellas, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: December 30, 1996.


Charles R. Hilleboe, Registered Agent

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TALLAHASSEE, FLORIDA