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200 N.E., 4TH AVENUE
OKEECHOBEE, FLORIDA 34972

January 7, 1997

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Sandra B. Mortham, Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: JEFF WATFORD, INC.

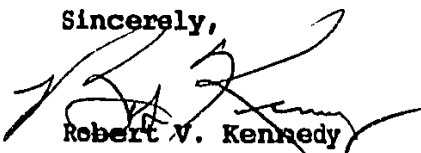
Gentlemen:

Enclosed herewith please find the fully executed Articles of Incorporation and Designated Registered Agent in reference to the above-named corporation, together with our check in the amount of \$70.00 to cover the filing fee.

Enclosed is an additional copy of the Articles and a pre-paid self-addressed Federal Express envelope for your convenience in returning a copy of the articles to me. Please file and return to this office at your earliest convenience.

Thank you in advance for your cooperation, I am

Sincerely,


Robert V. Kennedy

RVK/lw

Enclosures: as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEFF WATFORD, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is: Jeff Watford, Inc.

ARTICLE II

The duration of the Corporation is perpetual.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. Trucking, hauling, contracting to truck and/or haul; agricultural products, commercial, industrial and other lawful products. Buy, sell, auction, lease, trade, broker, exchange and any other legal business activities necessary to operate a trucking business.

2. Lease or purchase of equipment, enter contracts, advertising, marketing, promotion, bank and borrow money, hire employees and any other acts reasonably necessary to operate a trucking business.

3. Conduct any other legal business necessary to operate a trucking business.

4. Conduct any other legal business activities.

ARTICLE IV

The aggregate number of shares which the Corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The address of the initial registered office and principal

address of the Corporation is: 501 N.E. 4th Street, P.O. Box 393, Okeechobee, Florida 34974 and the name of its initial resident agent is: Jeff Watford.

ARTICLE VI

This Corporation shall have one (1) Officer and one (1) Director initially. The name and address of the initial Officer and Director who shall hold office for the first year of the Corporation or until his successors are elected or appointed are:

JEFFERY S. WATFORD
President/Director
501 N.E. 4th Street
Okeechobee, Fl 34972

ARTICLE VII

Directors - Removal by Stockholders. The Stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE VIII

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

ARTICLE IX

Stockholder's meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote eighty (80%) percent of the shares of the Corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be sufficient to authorize any act of the corporation.

ARTICLE X

Directors Meetings. All of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of all of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

The name and address of the Incorporator is: Jeff Watford, 501 N.E. 4th Street, Okeechobee, Florida 34972.

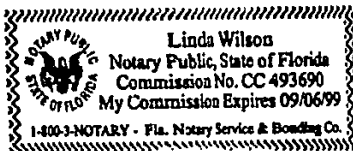
EXECUTED this 7th day of January, 1997.

Jeff Watford
JEFF WATFORD

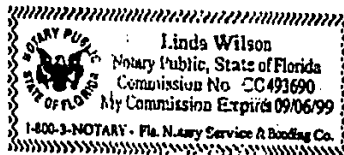
STATE OF FLORIDA
COUNTY OF OKEECHOBEE

The foregoing instrument was subscribed and acknowledged before me this 7th day of January, 1997, by Jeff Watford, who is personally known to me or who provided _____ as identification.

Linda Wilson
LINDA WILSON
NOTARY PUBLIC
MY COMMISSION EXPIRES:



(SEAL)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEFF WATFORD, INC.

DESIGNATION OF REGISTERED AGENT

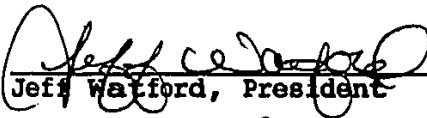
Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May Be Served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First - That JEFF WATFORD, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Okeechobee, State of Florida, has named Jeff Watford, located at 501 N.E. 4th Street, Okeechobee, Okeechobee County, State of Florida 34972 as its agent to accept service of process within Florida.

JEFF WATFORD, INC.

By:


Jeff Watford, President

Date:

1-7-97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.


Jeff Watford, Resident Agent

Date:

1-7-97