

P.97000004462

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1301 RIVERPLACE BOULEVARD, SUITE 1609
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1615

FRANK A. ASHTON
JAMES E. COBB
THOMAS S. EDWARDS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
SARAH HELENE SHARP

JACKSONVILLE 904 / 399-1609
OCALA 904 / 867-1609

January 9, 1997

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Incorporation of ICS Logistics, Inc.
A Florida Corporation

300002054333--3
-01/10/97--01085--013
***122.50 ***122.50

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of ICS Logistics, Inc., a Florida corporation, together with a copy of your correspondence of December 20, 1996, regarding the name reservation. Also enclosed is our firm's check for \$122.50 to cover the following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total Fees	<u>\$ 122.50</u>

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,



William J. Scott

WJS/bkb
Enclosures
594213/71118

1/11/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 20, 1996

WILLIAM J. SCOTT
PEEK & COBB
1301 RIVERPLACE BLVD., SUITE 1609
JACKSONVILLE, FL 32207

The name ICS LOGISTICS, INC. has been reserved for 120 days beginning December 20, 1996. The reservation number is R96000006012 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Emily Prine

Letter number: 196A00056761

**ARTICLES OF INCORPORATION
OF
ICS LOGISTICS, INC.**

97 JUN 10 PM 10:33
DIVISION OF CORPORATE AFFAIRS

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1.1 Name and Place of Business. The name of this corporation is ICS Logistics, Inc. with its principal place of business at 2625 West 5th Street, Jacksonville, Florida, 32203.

ARTICLE II

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is William J. Scott and the name of the initial registered agent of this corporation at that address is 1301 Riverplace Boulevard, Suite 1609; Jacksonville, Florida, 32207.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Carlton H. Spence	2625 West 5th Street Jacksonville, Florida 32203
Jeffrey C. Spence	2625 West 5th Street Jacksonville, Florida 32203

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VIII

INCORPORATION

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name

William J. Scott

Address

1301 Riverplace Boulevard
Suite 1609
Jacksonville, Florida 32207

IN WITNESS WHEREOF, the incorporator has executed these Articles the
9th day of January, 1997.

W J Scott
William J. Scott

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 9th day of January, 1997, by WILLIAM J. SCOTT, who is personally known to me or has produced the identification referenced below and who did not take an oath.



B. KAYE BARNAUSKAS
My Commission OC433270
Expires Jan. 12, 1999
Bonded by HAI
800-422 1555

B. Kaye Barnauskas
Print: B. KAYE BARNAUSKAS
Notary Public, State and County
Aforesaid.
My Commission Expires:
Identification: PERSONALLY KNOWN

594213/71119

ACCEPTANCE BY REGISTERED AGENT

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.

W J Scott
William J. Scott

Dated: January 9, 1997

97 JAN 10 AM 10:33
DIVISION