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PHIL VAN HOUTEN
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(904) 678-6530 OR
678-6532

P.O. Box 189

January 13, 1996

Corporate Records Bureau
Division of Corporation
Department of State
P. O. Box 6327
Tallahassee, FL 32301

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-01/16/97--01049--011
****122.50 ****122.50

Re: Incorporation of WERNER VENTURES, INC.

Dear Sirs:

I am submitting the original and a copy of the Articles of Incorporation for WERNER VENTURES, INC. along with a check made to your order in the amount of \$122.50 for the following items:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Fee	35.00

Please authorize the formation of this corporation and return the certified copy to this office.

Thank you,

Phil Van Houten

Phil Van Houten

Enc: Articles of Inc.
Check for \$122.50

FILED
97 JAN 16 PM 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA
1/21/97

FILED

97 JAN 16 PM 1:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
WERNER VENTURES, INC.**

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The corporate name is WERNER VENTURES, INC.

ARTICLE TWO

The address of the principal office of the corporation is 1813 East John Sims Parkway, Suite # 2, Niceville, Florida 32578, and the mailing address of the corporation is the same.

ARTICLE THREE

The aggregate number of shares, which the corporation is authorized to issue is 100. Such shares shall be as a single class and there shall be a par value assigned initially of One Hundred Dollars (\$100.00) per share.

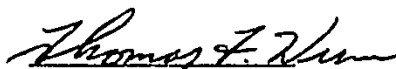
ARTICLE FOUR

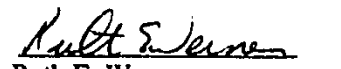
The street address of the initial registered office of the corporation is 1813 East John Sims Parkway, Suite # 2, Niceville, Florida 32578 and the mailing address is the same. The name of the registered agent is Thomas F. Werner, 1027 West Choctawhatchee Drive, Niceville, Florida 32578, who hereby accepts the appointment by signing hereunder.


Thomas F. Werner, Registered Agent

ARTICLE FIVE

The names and addresses of the incorporators are as follows:


Thomas F. Werner
1027 W. Choctawhatchee Dr.
Niceville, FL 32578


Ruth E. Werner
1027 W. Choctawhatchee Dr.
Niceville, FL 32578

ARTICLE SIX

The initial corporate officers with their addresses are as follows:

Thomas F. Werner
President
1027 W. Choctawhatchee Dr.
Niceville, FL 32578

Ruth E. Werner
Secretary / Treasurer
1027 W. Choctawhatchee
Niceville, FL 32578

FILED
97 JAN 16 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE SEVEN

The general purpose for which the corporation is organized are:

1. The recruiting and interviewing of personel for training and or processing through an orientation program to become Tractor-Trailer drivers for long haul over the road hauling.
2. To transact any other business for which a corporation may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of stockholders of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

ARTICLE EIGHT

The business affairs of the corporation shall be controlled, managed and supervised by the executive officers, under the control and direction of the stockholders.


ARTICLE NINE

The power to make, alter, amend and repeal the bylaws of the corporation shall be reserved to the stockholders.

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing Articles of Incorporation was acknowledged before me this 13th day of January, 1997, by Thomas F. Werner and Ruth E. Werner, who are personally known to me or who produced identification.


Phil Van Houten, Notary Public

