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ON COURSE, INC. OF GAINESVILLE
500 E. UNIVERSITY AVE., STE. B
GAINESVILLE, FL 32601-5450
PH. 352-375-5994

1994

63-2/830
00310

1116 1997

PAY TO THE
ORDER OF State of Florida Division of Corporation \$ 122.50

One Hundred Twenty Two dollars 50/100 DOLLARS

FIRST UNION
First Union National Bank
of Florida
Gainesville, Florida
24 Hour Information Service
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For: Sheppard & Son Trucking, Inc Bennell A. Brown

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FILED
97 JAN 21 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

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OF

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SHEPPARD & SON TRUCKING, INC. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

I.

NAME

The name of the corporation shall be: SHEPPARD & SON TRUCKING, Inc.

II.

DURATION

The corporation has perpetual duration.

III.

PURPOSE

The corporation is a corporation for profit and is organized for the following purposes:

- (a) To engage in the business of trucking (ie, hauling freight, and other cargo).
- (b) To conduct its business, carry on its operations, have offices, and exercise its powers granted by these articles and corporate By-laws anywhere in America;
- (c) To elect and appoint , officers, and define their duties.
- (d) To have and exercise all powers necessary or convenient to effect any or all of the purpose for which the corporation is organized.
- (e) To engage in any and all other business enterprises permissible under the Florida Business Corporation Code.

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IV.

CAPITAL STOCK

Section 1. The authorized capital of the Corporation shall consist of Five Hundred (500) shares, with a par value of One Dollar (1.00) per share. The corporation may issue fractional share shall have rights identical to those in which a full share is entitled, but in such proportion, in all instances, as such fractional share basis to a full share.

Section 2. At all meetings of the stockholders, each stockholder of record entitled to vote at such meeting shall be entitled to one (1) vote (and a pro rata fraction of vote for each fractional share) for each share of stock standing in his name and entitled to be voted at such meeting. Each stockholder entitled to vote for Directors shall have the right to vote in person or by proxy the number of shares standing in his name on the books of the Corporation for as many persons as there are Directors to be elected.

V.

PRE-EMPTIVE RIGHT

The share holders of said corporation shall have the right to acquire unissued shares of the same class in proportion to their existing holdings in the event of the proposed sale of the Corporation. The price of each holder shall be no less favorable than the price at which such shares are to be offered to others.

VI.

OFFICERS & DIRECTORS

Elections of officers & directors will be pursuant to the By-Laws of the Corporation. A two third majority vote will be necessary to elect or remove an officer in the Corporation. There must be at least two (2) officers in the Corporation

VII.

DIRECTORS

Section 1. The number of Directors constituting the initial Board of Directors shall be two (2) and the names and addresses of the persons are as follows:

Robert E. Sheppard, Sr.
12327 SW 170th Street
Archer, Florida 32618

Robert E. Sheppard, Jr.
12327 SW 170th Street
Archer, Florida 32618

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Section 2. In furtherance of, and not in limitation of, the power conferred by the laws of the State of Florida, the Board of Directors of this Corporation expressly authorized and empowered to make, alter or repeal, the By-Laws of this Corporation (other than By-Laws provided by the Terms of amendment or repeal only with the approval of the stockholders). In addition to the powers and authorities herein, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by this Corporation, subject, nevertheless, to the laws of the State of Florida and to any other provision herein, and to the By-Laws of this Corporation, as any of such are not constituted by hereafter amended.

VIII.

TITLES

The title of the foregoing Articles are solely for identification and shall neither be considered as a part of the Articles nor used to interpret the meaning thereof.

IX.

INCORPORATOR

The name and address of the incorporator of this Corporation is:

Robert E. Sheppard, Sr.
12327 SW 170th Street
Archer, Florida 32618

X.

INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending, or completed action, suit, or proceedings whether civil, criminal administrative or investigative (other than by action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the

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Corporation, or is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation, partnership, joint venture trust, or other enterprise, against expenses (including attorney's fees), judgement, fines, and amounts paid in settlement actually or reasonably incurred by him or her in connection with such action, suit or proceeding if he acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he or she is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses) including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect to any claim, issue, or matter as to which person shall have adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation.

Section 3. To the extent that a director, officer, employee or agent has been successful in the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or Section 2 of this Article XIII or in defense of any claim, issue or matter therein, he shall be indemnified against the expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Section 4. Any indemnification shall be made by the Corporation only upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in said Section 1 and Section 2. Such determination shall be made (a) by the Board of Directors who were not parties to such action, suit or proceedings, or, (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so direct, by independent legal counsel in written opinion.

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Section 5. The Corporation shall to the fullest extent, permitted by the applicable law from time to time in effect, indemnify any and all persons who it shall have power to indemnify under said law from and against any and all of the expenses, liabilities or other matters referred to in or covered by said law; and the indemnification provided by this Article shall not be deemed exclusive for any other rights to which any person may be entitled to under any By-Laws agreement, or disinterested Directors, or otherwise, both as to an action in his official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a Director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of another corporation, partnership, joint venture trust or other enterprise, against any liability or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or of Section 145 or successor provisions of the General Business Corporation Law of the State of Florida.

XI.

PRINCIPAL PLACE OF BUSINESS

The principal place and office of this corporation shall be 12327 SW 170th Street, Archer, Florida 32618. The Board of Directors, may, from time to time, move the principal office to any other address in Florida.

XII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is:

12327 SW 170th Street
Archer, Florida 32618

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XIII.

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The Registered Agent for this corporation shall be Robert E. Sheppard, Sr. of 12327 SW 170th Street, Archer, Florida, who is a resident of the State of Florida. The Board of Directors may from time to time, designate a different Registered Agent, provided that the proper papers are filed with the Office of the Secretary of the State of Florida.

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The undersigned hereby accepts the above designation of Registered Agent and agrees to perform all required duties of Registered Agent.


Robert E. Sheppard, Sr.

IN WITNESS WHEREOF, the undersigned has set his hand and seal on this 4th day of November, 1996.


Robert E. Sheppard, Sr.

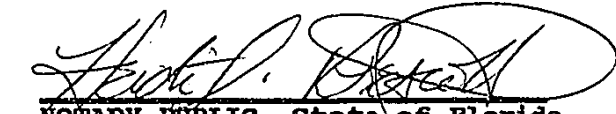
STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME, the undersigned authority, this day personally appeared Robert E. Sheppard, Sr. who executed and subscribed to the foregoing Articles of Incorporation, and acknowledge before me that he signed, sealed and acknowledged at the same time, place and in the manner and for the uses and purposes as therein set forth and continued.

WITNESS my hand and official seal on this 4th day of November, 1996.



HEIDI A. PRESCOTT
My Commission CC376060
Expires May, 30, 1998
Bonded by HAI
800-422-1565


NOTARY PUBLIC, State of Florida

My Commission expires: _____