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KEVIN R. DEGNAN

Attorney at Law

Office Address
339 S.W. 30th Terrace
Deerfield Beach, FL 33442
Office 305 421-7429

Mailing Address
P.O. Box 1046
Deerfield Beach, FL 33443
Fax 305 429-3624

Date: February 4, 1997

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32301

If by Fed Ex to:
409 East Gains Street
Tallahassee, FL 32301
(904) 488-9000

Dear Sirs:

Please find enclosed a copy of the articles of incorporation of
CARTIER TRANSPORTATION, INC., a corporation to be established pursuant
to the laws of the State of Florida.

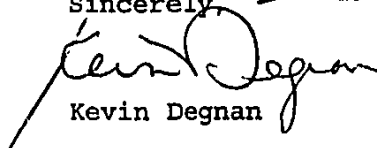
Please file the articles and return a certified copy thereof to the
above address.

A check for \$122.50 has been enclosed to cover the following:

Filing	\$35.00
Certified Copy	52.50
Designation/Registered Agent	35.00

Thanks for your attention to this matter.

Sincerely,


Kevin Degnan

FILED
97 FEB -6 AM 9:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
CARTIER TRANSPORTATION, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporator ^{for} a corporation for profit under Florida law.

ARTICLE 1

The name of the corporation is CARTIER TRANSPORTATION, INC.

ARTICLE 2

The corporation shall exist perpetually.

ARTICLE 3

The purpose of this corporation is to transact any or all lawful businesses for which corporations may be incorporated under Chapter 607 Florida Statutes.

ARTICLE 4

This corporation is authorized to issue 300 shares of common stock of a par value of One Dollar (\$1) per share.

ARTICLE 5

The corporation is to commence existence immediately upon the filing of these articles.

ARTICLE 6

The name and address of the incorporator is WILLIAM E. STALOWY II of 1745 Palm Cove Blvd., Apt 107, Delray Beach, FL 33445.

ARTICLE 7

This corporation shall have two directors initially. This number shall be fixed by the Bylaws and may be changed from time to time. The name and address of each said director is: WILLIAM E. STALOWY II of 1745 Palm Cove Blvd., Apt 107, Delray Beach, FL 33445; and, W. KATHIE STALOWY of 1745 Palm Cove Blvd., Apt 107, Delray Beach, FL 33445. They shall hold office until the first annual meeting of stockholders.

ARTICLE 8

The name and address of: a) the first president and treasurer of the

corporation is W. KATHIE STALOWY of 1745 Palm Cove Blvd., Apt 107, Delray Beach, FL 33445; and, b) the first vice-president and secretary of the corporation is WILLIAM E. STALOWY II of 1745 Palm Cove Blvd., Apt 107, Delray Beach, FL 33445.

ARTICLE 9

The principal place of business of the corporation is 701 SE 6th Ave., Suite 201G, Delray Beach, FL 33483.

ARTICLE 10

The initial registered agent for this corporation is WILLIAM E. STALOWY II and the initial registered office is located at 701 SE 6th Ave., Suite 201G, Delray Beach, FL 33483.


WILLIAM E. STALOWY II, Incorporator

CONSENT OF REGISTERED AGENT: HAVING BEEN NAMED as the registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.


WILLIAM E. STALOWY II

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