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JACK L. McLEAN, JR.
SONIA F. BIVINS**
SONIA E. HILL**
MICHAEL G. CANARAS**
NIKKI JACKSON
GREGORY TIGL SMITH
**NOT ADMITTED TO FLORIDA

OF COUNSEL
RICHARD B. HAYES

January 7, 1997

Florida Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: H.B.H. Corporation
Our File No.: 998.001

500002049335--4
-01/07/97--01165--005
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed for filing please find *original* Articles of Incorporation, as well as our check number 1317, in the amount of \$70.00, which represents the filing fee, in the above-referenced matter. Also enclosed is a self-addressed, stamped envelope, so you may return a copy of the filed Articles to our office.

Thank you for your assistance. If you have any questions, please feel free to contact us.

Sincerely,

MACK, WILLIAMS, HAYGOOD & McLEAN, P.A.

Melanie S. Roobin

Melanie S. Roobin, Legal Assistant

/msr
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB 11 PM 3:51



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1997

MELANIE S ROOBIN, LEGAL ASST..
% MACK WILLIAMS HAYGOOD & MCLEAN P A
980 N FEDERAL HWY SUITE 305
BOCA RATON, FL 33432-2704

SUBJECT: H.B.H. CORPORATION
Ref. Number: W97000000843

We have received your document for H.B.H. CORPORATION and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 097A00001742

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OF COUNSEL:
RICHARD B. HANKINS

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WEST PALM BEACH OFFICE

NORTHERIDGE CENTRE
515 NORTH FLAGLER DR., SUITE 300
WEST PALM BEACH, FL 33401-4318

OFFICE: (561) 655-5111

February 10, 1997

Via Federal Express

Loria Poole, Corporate Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: J.B.L. Logistics, Inc.

Dear Ms. Poole:

Enclosed please find original Articles of Incorporation for J.B.L. Logistics, along with a copy of your letter of January 13, 1997. Please file the Articles and provide me with a copy in the self-addressed, stamped envelope provided herewith.

Thank you for your assistance in this matter.

Sincerely,



Sandy Bergemann
Legal Assistant

/sb
Enclosures

**ARTICLES OF INCORPORATION
OF
J.B.L. LOGISTICS, INC.**

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

ARTICLE I

Name

The name of the corporation is J.B.L. Logistics, Inc..

ARTICLE II

Duration

The term of existence of the corporation is perpetual.

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE III

Capital Stock

The aggregate number of shares that the corporation has authority to issue is One Hundred (100), all of which shall be common shares with par value of One Dollar (\$1.00).

ARTICLE IV

Preemptive Rights Granted

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE V

Registered Office

The street address of the initial registered office of the corporation is 980 North Federal Highway, Suite 305, Boca Raton, Florida 33432, and the name of the initial registered agent at that address is J. Michael Haygood.

ARTICLE VI

Principal Office of the Corporation

The principal office of the corporation is 4543 N.W. 9th Avenue, Fort Lauderdale, Florida 33309.

ARTICLE VII

Directors

7.01 The initial board of directors of the corporation shall consist of three (3) members.

7.02 The names and addresses of the first board of directors are:

NAME	ADDRESS	TITLE
Matt A. Blair	12243 Nicollet Avenue South Burnsville, Minnesota 55337	CEO/Treasurer
Josephine Hazelton	1150 N.W. 13th Street, Apt. 248C Boca Raton, Florida 33486	President/Secretary
Mimi Walling	355 N.E. 5th Avenue, Suite 6 Delray Beach, Florida 33483	Director

ARTICLE VIII

Incorporators

The name and address of the incorporator are as follows:

NAME

ADDRESS

Josephine Hazelton

1150 N.W. 13th Street, Apt. 248C
Boca Raton, Florida 33486

IT WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation, this 10th day of February, 1997.

Josephine Hazelton, President/Secretary

STATE OF FLORIDA)

SS

COUNTY OF PALM BEACH)

On this 28th day of January 1997, before me, the undersigned authority, personally appeared JOSEPHINE HAZELTON, President/Secretary, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that she executed the same for the purposes contained therein, and who is personally known to me.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



SANDRA S BERGEMANN
My Commission CC401993
Expires Aug. 21, 1998
Bonded by HAI
800-422-1555

Sandra S. Bergemann
Notary Public, in and for State of Florida at Large.
Print Name: Sandra S. Bergemann
My commission expires: 8/21/98

REGISTERED AGENT ACKNOWLEDGMENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities
as registered agent for said corporation.

J. Michael Haygood
J. Michael Haygood, Esquire

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 DIVISION OF CORPORATIONS
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