

**CORPORATE
ACCESS,
INC.**

P97000025038

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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Profit

1.) Classic Cargo of Pensacola, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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(CORPORATE NAME & DOCUMENT #)

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10.) _____
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

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B. REGISTER MAR 20 1997

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ARTICLES OF INCORPORATION
OF
CLASSIC CARGO OF PENSACOLA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be :

Classic Cargo of Pensacola, Inc.

The principal place of business of this corporation shall be Cordova Mall, 5100 North 9th Ave., Pensacola , Florida 32504.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be The Market at Sandestin, 9375 Highway 98 West, Number 4, Destin, Florida 32541, and the name of the initial registered agent of

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have no Directors, initially. The affairs of the Corporation will be managed by the shareholders until such time Directors are designated as provided by the Bylaws.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Article of Incorporation is:

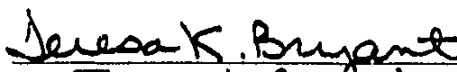
Martha E. Kilpatrick
The Market at Sandestin
9375 Highway 98 West, Number 4
Destin, Florida 32541

IN WITNESS WHEREOF, the undersigned MARTHA E.
KILPATRICK has hereunto set her hand and seal on this 7th day of
March, 1997.


Martha E. Kilpatrick

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 7th day
of March, 1997, by Martha E. Kilpatrick.


Teresa K. Bryant
Notary Public, State of Florida at Large

My Commission Expires: 2/15/00



TERESA K BRYANT
My Commission CC632040
Expires Feb. 15, 2000

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: CLASSIC CARGO OF PENSACOLA, Inc

2. The name and address of the registered agent and office is:

MARTHA E. KILPATRICK
(NAME)

9375 Highway 98 WEST, NUMBER
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

DESTIN, FLORIDA 32541
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Martha E. Kilpatrick
(SIGNATURE)

March 7, 1997
(DATE)