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FILED

TRANSMITTAL LETTER

MAR 24 PM 12:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002121201--3
-03/24/97--01026--004
*****78.75 *****78.75

SUBJECT: SAND HILL TRUCKING, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

SAND HILL TRUCKING, INC.

Name (printed or typed)

2309 HIGHWAY 98 EAST

Address

FORT MEADE, FLORIDA 33841

City, State & Zip

(941) 285-8974

Daytime Telephone number

PH
3/27/97

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
SAND HILL TRUCKING, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS that the undersigned hereby forms a corporation under and by virtue of the laws of the State of Florida, and do hereby make, subscribe, acknowledge and file in the office of the Secretary of State, State of Florida, the following Certificate:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be :

SAND HILL TRUCKING, INC.

ARTICLE II

CORPORATE EXISTENCE

The corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under Florida Statutes Chapter 607.

ARTICLE IV

AMOUNT AND NATURE OF STOCK

The capital stock of this corporation shall consist of 5,000 shares of common stock. It shall have a par value of \$1.00 per share. The consideration to be paid for each shall be fixed by the Board of Directors and same shall be issued as "small business corporation" stock in accordance with the plan or plans under provisions of Section 1244 of the Internal Revenue Code.

Stockholders shall be entitled to a pre-emptive right to purchase their pro rata share of any additional stock sold or issued by the corporation.

ARTICLE V

INITIAL REGISTERED OFFICE

The initial registered office of this corporation shall be 2309 Highway 98 East , Fort Meade, Fl 33841 , and the name of its initial registered agent at said address is

JAMES W. HARRELL

ARTICLE VI

DIRECTORS

The corporation shall have a Board of Directors of not less than two (2) members, neither of whom shall need to be stockholders herein. The names and addresses of the initial Directors of the corporation who shall hold office for the first year of the corporation's existence, or until their successors are elected and

qualified are as follows:

NAME	ADDRESS
JAMES W. HARRELL	2309 Highway 98 East Fort Meade, Florida 33841
MYRNA R. HARRELL	2309 Highway 98 East Fort Meade, Florida 33841

ARTICLE VII

DIRECTORS' AUTHORITY

Directors of said corporation shall make and adopt such by-laws as they deem necessary. These by-laws may be amended, altered or changed by the Board of Directors, or by the stockholders in the manner prescribed or authorized by law.

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal this 20th day of March, 1997.

Signed, Sealed and Delivered
in the Presence Of:

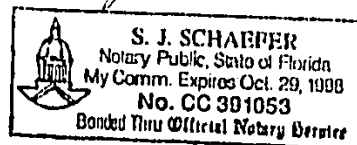
S. Schaffer
John D. Schaffer

James W Harrell

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 20th day of March, 1997 by

S. Schaffer
Notary Public State of Florida
at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

-3-

First: That SAND HILL TRUCKING desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, 2309 Hwy 98 East Fort Meade, 33841, State of Florida, has named JAMES W. HARRELL, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY:

James W Harrell
(Residing Agent)