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BEAUCHAMP & BEAUCHAMP

Law Offices, P. A.

19 Northeast Third Street
P. O. Box 10
Chiefland, Fla. 32644

R. Luther Beauchamp
W. O. (Brett) Beauchamp, III

Telephone (352) 493-2525
Facsimile (352) 493-2618

April 18, 1997

Ms. Beth Register
Corporate Specialist Supervisor
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

400002151034--8
-04/22/97--01081--007
*****78.75 *****78.75

Re: A & E EXPRESS, INC.

Dear Ms. Register:

Enclosed are documents relating to the new Corporation named above. Please file the enclosed Articles of Incorporation and provide a Certificate Under Seal. Our check in the amount of \$78.75 to cover the various filing fees is also enclosed.

Thank you for your assistance in this matter. Please call our office if you have any questions.

Sincerely,

C'Dell Stalvey

C'Dell Stalvey
Legal Assistant to
Brett Beauchamp

/ycs
enclosures

FILED
97 APR 21 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGAN
APR 21 1997

ARTICLES OF INCORPORATION
OF
A & E EXPRESS, INC.

FILED
97 APR 21 AM 9:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, file these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE ONE: NAME

The name of this corporation shall be A & E EXPRESS, INC.

ARTICLE TWO: GENERAL PURPOSE

The purpose for which this corporation is organized is to engage in any lawful business under the laws of the State of Florida and the United States of America.

ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is 100 shares of common stock.

ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is in excess of \$500.00.

ARTICLE FIVE: PERPETUAL EXISTENCE

This corporation shall have perpetual existence.

ARTICLE SIX: PRINCIPAL OFFICE; REGISTERED AGENT

OFFICE AND ADDRESS

The street address of the principal office and the initial registered office of this corporation is 3707 SW 42nd Avenue, Gainesville, Florida 32608 and the name of its initial registered agent is FRANK ELLERKER, whose address is 3601 Shirley Drive, Callahan, Florida 32011. The stockholders may from time to time designate such other address and place as the principal and registered office of such corporation and such other person as its registered agent, subject to requirements of Florida laws.

ARTICLE SEVEN: MANAGEMENT

The business of this corporation shall be managed by its stockholders rather than by a Board of Directors. In the management of the business of this corporation, the act of the stockholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy shall be the act of the corporation. Each stockholder shall be entitled to one vote in person or by proxy for each share of voting stock held by her or him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the business of the corporation.

ARTICLE EIGHT: INCORPORATORS

The names and street addresses of the incorporators of these Articles of Incorporation are as follows

<u>NAME</u>	<u>ADDRESS</u>
FRANK ELLERKER	3601 Shirley Drive Callahan, Florida 32011
RANDELL A. ARRINGTON	15751 NW 20th Avenue Chiefland, Florida 32626

ARTICLE NINE: OFFICERS

The names and titles of the officers of the corporation who shall serve until their successors are elected in accordance with the By-Laws are as follows:

<u>NAME</u>	<u>OFFICE</u>
FRANK ELLERKER	President
RANDELL A. ARRINGTON	Secretary/Treasurer

ARTICLE TEN: EFFECTIVE DATE

These Articles of Incorporation shall become effective immediately upon filing with the Department of State.

ARTICLE ELEVEN: AMENDMENTS

The Incorporators shall adopt initial By-Laws for the corporation which may be amended by the stockholders from time to time in any manner that is not inconsistent with the law or these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal and authorized the foregoing Articles of Incorporation to be filed with the Department of State this 17th day of April, 1997.

Frank Ellerker
FRANK ELLERKER
Randell A. Arrington
RANDELL A. ARRINGTON

ACCEPTANCE BY REGISTERED AGENT

As registered agent designated herein, I hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Frank Ellerker
FRANK ELLERKER

STATE OF FLORIDA

COUNTY OF LEVY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared **FRANK ELLERKER** to me known to be the person described herein and who executed the foregoing and he acknowledged before me that he executed the same and he is personally known to me or produced _____ as identification; and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of April, 1997.

(SEAL)



YVONNE C. STALVEY
My Commission CC338818
Expires Dec. 29, 1997
Bonded by ANB
800-852-5878

Yvonne C. Stalvey
Notary Public
Yvonne C. Stalvey
Printed Name of Notary
My Commission Expires:

FILED
97 APR 21 AM 9:37
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF LEVY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared **RANDELL A. ARRINGTON** to me known to be the person described herein and who executed the foregoing and he acknowledged before me that he executed the same and he is personally known to me or produced _____ as identification; and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of April, 1997.

(SEAL)



YVONNE C. STALVEY
My Commission CC338810
Expires Dec. 29, 1997
Bonded by ANB
800-852-5878

Yvonne C. Stalvey
Notary Public

Printed Name of Notary
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA