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April 30, 1997

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Secretary of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Re: T & D Trans. Inc

Dear Sir/Madam:

Enclosed please find the original and one copy of Articles of Incorporation, together with a check in the amount of \$78.75

This represents the cost of the Filing Fees, and Certificate for the above named corporation.

Thomas J. Abruzese
1628 N. Dale Mabry Hwy. Suite 101
Lutz, FL 33549

encl.

MAY 5

BSB

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -1 AM 11:23

FILED

ARTICLES OF INCORPORATION
OF
T & D TRANS. INC.

FILED
97 MAY -1 AM 11:23
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: T & D Trans. Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe to or acquire such shares, which may be issued at any time by the corporation.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of \$1.00 (one dollar) par value Common Stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is **1628 N. Dale Mabry Hwy Suite 101, Lutz, FL 33549** and the name of the corporation's initial registered agent at such address is **Thomas J. Abruzese**.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is as follows:

Thomas J. Abruzese
4831 Willow Dr.
Land O'Lakes, FL 34639

ARTICLE VIII - SUBSCRIBERS

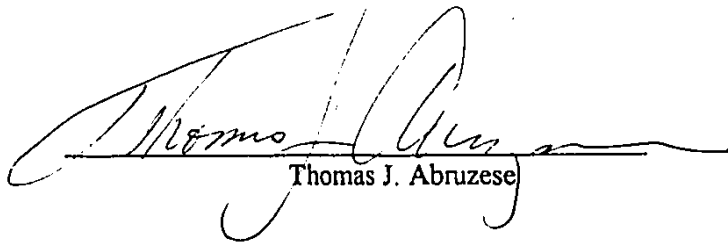
The name and address of each subscriber of these Articles of Incorporation and the number of shares that each subscriber agrees to take is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Thomas J. Abruzese	4831 Willow Dr. Land O'Lakes, FL 34639	100

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders, and approved at a stockholders meeting by at least 60% (sixty percent) of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation is made.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 30 day of April, 1997.



Thomas J. Abruzese

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT
OF
T & D TRANS. INC.**

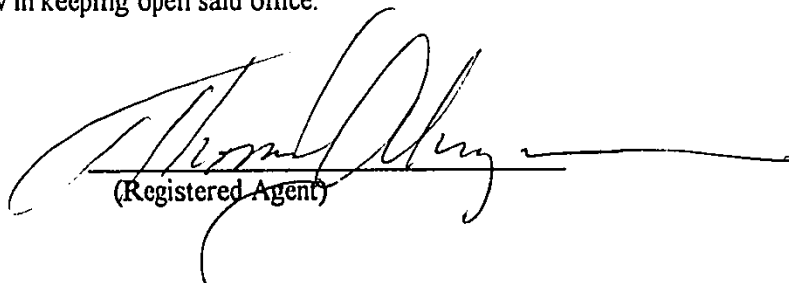
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TALLAHASSEE, FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its principal and registered office as indicated in the Articles of Incorporation at 1628 N. Dale Mabry Hwy Suite 101, Lutz, FL 33549 has named Thomas J. Abruzese located at the same aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

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


(Registered Agent)