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May 8, 1997

Corporate Records Bureau
Division of Corporations
Department Of State
Post Office Box 6327
Tallahassee, FL 32302

FILED
97 MAY -9 PM 1:14
TALLAHASSEE, FLORIDA

Re: Transport Group, Inc.

Dear Sir:

Enclosed are the Articles of Incorporation, in duplicate; and the original Designation of Registered Agent for the above captioned corporation.

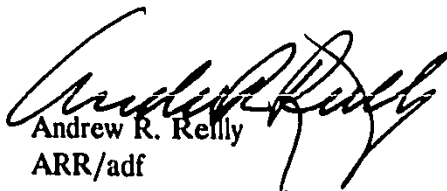
Also enclosed is our check in the amount of \$122.50 representing the following costs:

\$35.00 - Filing Fees
\$35.00 - Registered Agent Designation Form
\$52.50 - Certified copy

500002173515--9
-05/09/97--01112--004
****122.50 ****122.50

Please return the certified copy to the undersigned.

Very truly yours,


Andrew R. Reilly
ARR/adf

xc: Mrs. Suzette D. Massey

Andrew Reilly GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal address
DATE 5/13/97
DOC. EXAM. nc

FLU03.LTR (07F0037) adf 05/08/97

"The courts shall be open to every person for redress of any injury,
and justice shall be administered without sale, denial or delay."

Article 1, § 21 - Florida Constitution

nc 5/13/97

**ARTICLES OF INCORPORATION
OF
TRANSPORT GROUP, INC.**

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles Of Incorporation for such corporation:

FIRST

The name of the corporation is Transport Group, Inc.

SECOND

The period of duration of the corporation is perpetual.

THIRD

The general nature of the business to be transacted by this corporation is:

- a. To engage in any commercial and industrial enterprise or desired to be profitable to this corporation and in conformity with the laws of the State of Florida and of the United States.
- b. To engage in the general business of transportation consultants and transportation brokerage of Agricultural, non-agricultural, and manufactured commodities for the accomplishment of said purposes and to those more fully set out

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hereafter as agents, contractors, or in any other relationship, and to do all other things incidental to them or connected with them that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

FOURTH

Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 500 shares of the Capital Stock of the corporation shall be issued for cash at a par value of \$1.00 per share.

Stated capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No share in series. The corporation is not authorized to issue shares in series.

FIFTH

The initial street address in Florida of the initial registered office of the corporation is 317 Maine Street, Lake Hamilton, Florida 33851, and the name of the initial registered agent as such address is Suzette D. Massey.

SIXTH

The Board of directors shall consist of from one to three directors as may be more specifically stated in the by-laws of the corporation. The initial board of directors need not be residents of the State of Florida or shareholders of the corporation.

SEVENTH

The names and addresses of the person who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Suzette D. Massey	317 Main Street Lake Hamilton, FL 33851

EIGHTH

The names and addresses of the initial incorporators is as follows:

<u>Name</u>	<u>Address</u>
Suzette D. Massey	317 Main Street Lake Hamilton, FL 33851

NINTH

An affirmation vote of three-fourths of the shares of the corporation shall be required for any shareholder action.

TENTH

The shareholders shall have the power to adopt, amend, alter, change or repel the articles of incorporation when proposed and approved at the stockholders meeting, with not less than a three-fourths vote of the common stock.

ELEVENTH

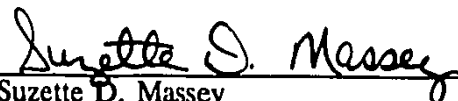
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any stockholder is determined by the ratio of authorized (authorized and issued) shares of common stock held by the holder all shares of

common stock currently authorized (authorized and issued).

TWELFTH

No shareholder, his or her heirs, personal representatives or assigns, shall transfer, sell, assign, pledge or otherwise dispose of his or her shares of stock in this corporation until such shares have first been offered to the corporation and to other stockholders by written notice as hereinafter provided. The offer to sell the stock shall be made to the corporation at a price of book value and said offer shall remain open to the corporation for a period of 30 days after receipt of the offer by the corporation. In the event the corporation does not accept the offer a similar offering in writing shall be made to the remaining shareholders at the same price for the pro rata proration of their shares to the total number of outstanding shares less the shares of the offering shareholder. In the event the offer shall not be accepted within 30 days after receipt of the offer by the shareholder, the shares may be freely transferred.

IN WITNESS WHEREOF, the undersigned have made and subscribed of these articles of incorporation at Haines City, Florida, on the 8 day of May, 1997.


Suzette D. Massey

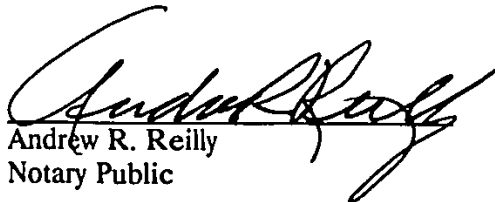
STATE OF FLORIDA

COUNTY OF POLK

Before me, the undersigned authority, personally appeared **SUZETTE D. MASSEY**, who is to me well known to be the person described in and who subscribed the above articles of incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Haines City, in said County and State this 1st day of May, 1997.

My commission expires:


Andrew R. Reilly
Notary Public



ANDREW R. REILLY
My Comm. Exp. June 18, 1999
Comm. No. CC 473375
Bonded thru Pichard Ins. Agcy.

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST

That Transport Group, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the same as the registered office has named **SUZETTE D. MASSEY**, located at 317 Main Street, Lake Hamilton, Florida 33851, as its agent to accept service of process within Florida.

Suzette D. Massey
Suzette D. Massey
President

Date: 5-8-97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Suzette D. Massey
Suzette D. Massey
Registered Agent

Date: 5-8-97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA