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FROST, O'TOOLE & SAUNDERS
PROFESSIONAL ASSOCIATION

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May 6, 1997

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

BU001122.50
05/12/97 10:10
***122.50 ***122.50

Re: D & H Delivery, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed for D & H Delivery, Inc. I am enclosing a firm check in the amount of \$122.50 to cover the cost of filing as well as the cost of a certified copy. Please return the certified copy in the self-addressed, stamped envelope at your earliest convenience.

If additional monies are required or if you should have any questions, please do not hesitate to give me a call collect at the above-referenced phone number.

Sincerely,

FROST, O'TOOLE & SAUNDERS, P.A.


John W. Frost, II

JWF/pjw
Enclosures

xc: Mr. Donald E. Smith
R. Read Peaslee, CPA
(w/encls.)

MAY 14 1997

FILED
97 MAY 12 AM 8:10
STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
D & H DELIVERY, INC.

FILED
97 MAY 12 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is: D & H DELIVERY, INC. The principal office of the corporation is 1061 Highway 92 West, Auburndale, Florida 33823, and the mailing address of the corporation is the same.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - SHARES

The maximum number of shares this corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 395 South Central Avenue, Bartow, FL, 33830, and the name of its initial Registered Agent at that address is John W. Frost, II.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Donald E. Smith
1061 Highway 92 West
Auburndale, FL 33823

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is as follows:

Donald E. Smith
1061 Highway 92 West
Auburndale, FL 33823

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE X - SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following entity in the following amounts upon payment of the consideration determined by the Board of Directors.

SHAREHOLDER	NUMBER OF SHARES
Smithbilt Industries, Inc.	60
O. Herb Pearce	40

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

ARTICLE XIII - VOTING OF SHARES

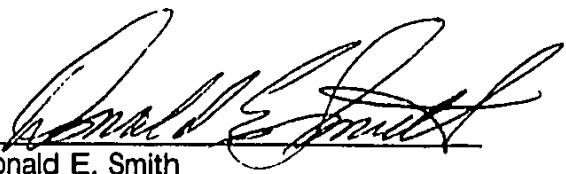
Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each shareholder is entitled to multiply the number of votes it is entitled to cast by the number of directors for whom it is entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE XIV

QUORUM REQUIREMENTS FOR SHAREHOLDERS MEETING

A quorum of shareholders shall consist of 60% of the shares entitled to vote at a meeting of shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 7th day of May, 1997.


Donald E. Smith

STATE OF FLORIDA

COUNTY OF POLK

Before me personally appeared DONALD E. SMITH, to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of May, 1997.



PAULA J WHITE
My Commission OC401403
Expires Sep. 10, 1998
Bonded by NFNU
800-224-6368

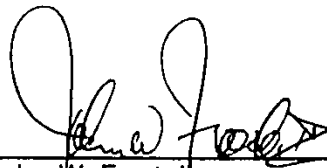
Paula J. White
Notary Public, State of Florida

ACCEPTANCE BY DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
97 MAY 12 AM 8:10

RECEIVED
NOTARY PUBLIC
STATE OF FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



John W. Frost, II

Date: May 7, 1997

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared JOHN W. FROST, II, to me well known and personally known to me to be the person described herein who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of May, 1997.



PAULA J. WHITE
My Commission 00004403
Expires Sep. 10, 1998
Bonded by NFNU
800-224-6368



Notary Public, State of Florida