

P97000045/53

May 6, 1997

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Blue River Motor Carriers, Inc.

700002172747--7

-05/09/97--01044--013

*****70.00 *****70.00

To Whom It May Concern:

Please find enclosed the original Articles of Incorporation of Blue River Motor Carriers, Inc. Also enclosed is my check in the amount of \$70.00 for the filing fee. I have also enclosed a copy of the Articles of Incorporation for a return copy acknowledging the filing.

If you require any additional information, please do not hesitate to contact my office.

Thank you for your attention in this matter.

Sincerely,

David E. Waite, Jr.

David E. Waite, Jr.
President, Blue River Motor Carriers, Inc.
Enc.

2516 Chapparral Dr.
Melbourne, FL 32934

FILED
97 MAY 21 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,613,706,671
7097-11126

B. REGISTER MAY 14 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1997

DAVID E WAITE, JR
2516 CHAPPARAL DR
MELBOURNE, FL 32934

SUBJECT: BLUE RIVER MOTOR CARRIERS, INC.
Ref. Number: W97000011126

We have received your document for BLUE RIVER MOTOR CARRIERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 297A00025724

May 19, 1997

Beth Register
Corporate Specialist Supervisor
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Blue River Motor Carriers, Inc.

Dear Ms. Register:

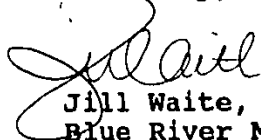
Pursuant to your letter of May 14, 1996, enclosed please find the original and one copy of the Articles of Incorporation of Blue River Motor Carriers, Inc.

The correction has been made as required. The person (Jill Waite) designated as registered agent in the document and the person signing as registered agent in the document and the person signing as registered agent is the same.

If you require any additional information, please do not hesitate to contact my office.

Thank you for your attention in this matter.

Sincerely,



Jill Waite, Secretary
Blue River Motor Carriers, Inc.

Enc.

407-253-9269

ARTICLES OF INCORPORATION
OF

BLUE RIVER MOTOR CARRIERS, INC.

FILED
97 MAY 21 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following articles of incorporation:

FIRST: The name of this Corporation is BLUE RIVER MOTOR CARRIERS, INC.

SECOND: This corporation shall exist perpetually, commencing on the date these Articles of Incorporation are filed with the office of the Secretary of State.

THIRD: This corporation is organized for the purpose of transacting any or all lawful business.

FOURTH: This corporation is authorized to issue Five Thousand (5,000) Shares of One dollar (\$1.00) par value common stock, which shall be designated "common stock".

FIFTH: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding stock.

SIXTH: The principal office and mailing address of the corporation is 2516 Chapparral Drive, Melbourne, FL 32934.

SEVENTH: The street address of the initial registered office of this corporation is 2516 Chapparral Drive, Melbourne, FL 32934 and the name of the initial registered agent of this corporation at that address is JILL WAITE.

EIGHTH: This corporation shall have two directors

initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

DAVID E. WAITE, JR.
2516 Chapparral Drive
Melbourne, FL 32934

JILL WAITE
2516 Chapparral Drive
Melbourne, FL 32934

NINTH: The names and addresses of the initial officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President

Secretary, Treasurer

DAVID E. WAITE, JR.
2516 Chapparral Drive
Melbourne, FL 32934

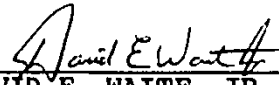
JILL WAITE
2516 Chapparral Drive
Melbourne, FL 32934

TENTH: The names and addresses of the original incorporators of these articles of incorporation are:

DAVID E. WAITE, JR.
2516 Chapparral Drive
Melbourne, FL 32934

JILL WAITE
2516 Chapparral Drive
Melbourne, FL 32934

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these Articles of Incorporation at Indian Harbour Beach, Florida on the 5th day of May, 1997.



DAVID E. WAITE, JR. Incorporator



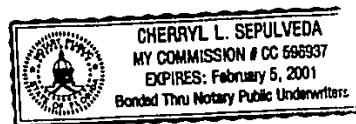
JILL WAITE, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, personally appeared DAVID E. WAITE, JR. and JILL WAITE to me well known, and known to me to be the individuals described in and who subscribed the above articles of incorporation, and they did freely and voluntarily acknowledge before me according to law that they 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 my official seal, at Indian Harbour Beach in said County and State this 5th day of May, 1997.

Cherryl L. Sepulveda
Notary Public, State of Florida
My Commission expires:



STATE OF FLORIDA

DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May Be Served.

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

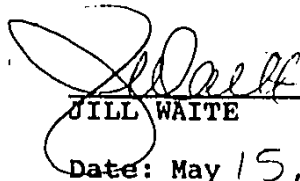
First - That BLUE RIVER MOTOR CARRIERS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at the city of Melbourne, State of Florida, has named JILL WAITE, 2516 Chapparral Drive, Melbourne, FL 32937, State of Florida, as its agent to accept service of process within Florida.


Corporate Officer

Title: Secretary, Treasurer

Date: May 15, 1997

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 related to the proper and complete performance of my duties.


JILL WAITE
Date: May 15, 1997

FILED
97 MAY 21 PM 12:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE