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FLORIDA BAR BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATES

TELEPHONE (954) 491-7099  
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June 17, 1997

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

100002217231--5

-06/19/97--01077--010  
\*\*\*\*122.50 \*\*\*\*122.50

Re: ~~D & J'S Trucking Co.~~

Dear Sir/Madam:

DeGroot's Trucking

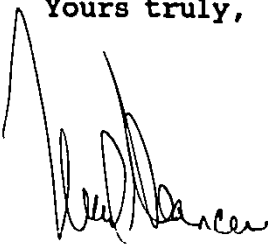
Enclosed please find fully executed Articles of Incorporation for  
D & J'S Trucking Co.

Please file the Articles and return a certified copy to my office.

I have enclosed my check in the amount of \$122.50, along with a  
self-addressed, stamped envelope for return mail.

Should you have any questions, concerns or comments regarding the  
foregoing, please do not hesitate to contact me.

Yours truly,



Mark R. Manceri, Esq.

MRM/pb

Enclosures

97 JUN 19 PM 1:00  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

6-20-97  
WS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 20, 1997

MARK R. MANCERI, P.A.  
2929 E. COMMERCIAL BLVD., SUITE 702  
FT. LAUDERDALE, FL 33308

SUBJECT: D & J'S TRUCKING CO.  
Ref. Number: W97000014491

We have received your document for D & J'S TRUCKING CO. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 497A00033039

MARK R. MANCERI, P.A.  
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FORT LAUDERDALE, FLORIDA 33308

MARK R. MANCERI

FLORIDA BAR BOARD CERTIFIED  
WILLS, TRUSTS AND ESTATES

TELEPHONE (054) 401-7000  
FACSIMILE (054) 771-0545

June 17, 1997

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

Attn: Wanda Sampson

Re: Article of Incorporation for DeGroot's Trucking Co. (Formerly  
Applied for as "D & J'S Trucking Co.)  
Your Reference: Letter No. 497A00033039

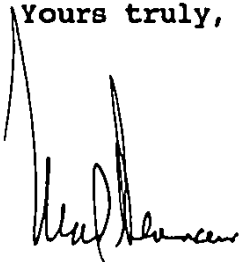
Dear Ms. Sampson:

Enclosed please find fully executed Articles of Incorporation for DeGroot's Trucking Co. This name is a replacement for application under "D & J'S Trucking Co." which was rejected by your office due to the current use of a similar name. I also enclose a copy of the rejection letter for your reference. Please credit the check you are holding in the amount of \$122.50 as the fee for forming "DeGroot's Trucking Co.".

Please file the Articles and return a certified copy to my office at your earliest convenience.

Should you have any questions, concerns or comments regarding the foregoing, please do not hesitate to contact me.

Yours truly,



Mark R. Manceri, Esq.

MRM/pb

Enclosures

**ARTICLES OF INCORPORATION**

**OF**

**DeGroot's Trucking Co.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Business Corporation Act (F.S. 607) does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be:

DeGroot's Trucking Co.

**ARTICLE II  
COMMENCEMENT-DURATION**

Corporate existence shall commence upon the filing of these Articles of Incorporation of DeGroot's Trucking Co. shall be perpetual.

**ARTICLE III  
PURPOSE**

The general purposes for which DeGroot's Trucking Co. is organized are:

A. To transport and deliver goods, materials, supplies and/or any other thing or item by truck.

B. To do such other things as are incidental to the foregoing as necessary or desirable in order to accomplish the foregoing.

C. To conduct any lawful purpose or purposes permitted under F.S. Chapter 607.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which DeGroot's Trucking Co. is authorized to issue is 7,500. Such shares shall be common stock

of a single class and have a par value of one dollar (\$1.00) per share.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered and principal office of DeGroot's Trucking Co. is 4441 N.E. 16th Terrace, Oakland Park, Florida 33334.

The name of its initial registered agent at such address is Dennis DeGroot.

**ARTICLE VI  
OFFICERS AND DIRECTORS**

The number of Directors of DeGroot's Trucking Co. shall not be less than one (1), and the number of Directors constituting the initial Board of Directors of DeGroot's Trucking Co. is two (2). The name and address of the persons who are to serve as the initial Board of Directors and as the initial Officers of DeGroot's Trucking Co. are as follows:

TITLE:	President/Vice President/Director
NAME:	Dennis DeGroot
ADDRESS:	4441 N.E. 16th Terrace Oakland Park, Florida 33334

TITLE:	Treasurer/Secretary/Director
NAME:	Joan DeGroot
ADDRESS:	4441 N.E. 16th Terrace Oakland Park, Florida 33334

**ARTICLE VII  
INCORPORATION**

The Incorporator of DeGroot's Trucking Co. is Dennis DeGroot, whose address is 4441 N.E. 16th Terrace, Oakland Park, Florida 33334.

**ARTICLE VIII  
CUMULATIVE VOTING**

In all elections for Directors, every shareholder shall have the right to vote, in person or by proxy, for the number of shares owned by him for as many persons as there are Directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares shall equal, or distribute them on the

same principle among as many candidates as he shall think fit.

**ARTICLE IX  
PREEMPTIVE RIGHTS**

Each shareholder of DeGroot's Trucking Co. shall be entitled to full preemptive rights to purchase his pro-rata share of any future issue of the unissued or treasury shares of the corporation, or any securities of DeGroot's Trucking Co. convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, at the same price and terms at which said shares are being offered for issue.

**ARTICLE X  
CHANGE OF CORPORATE FORM**

The affirmative vote of a majority of the issued and outstanding shares of DeGroot's Trucking Co. shall be required to amend these Articles of Incorporation, or to approve the merger or consolidation of DeGroot's Trucking Co. with any other corporation, or to sell, lease, encumber or convey all or substantially all of the assets of DeGroot's Trucking Co. or to voluntarily dissolve, liquidate or wind up its affairs.

**ARTICLE XI  
SHAREHOLDERS AGREEMENTS**

Notwithstanding the provisions of these Articles of Incorporation, the shareholders of DeGroot's Trucking Co. and the Corporation shall have the power to enter into an agreement or agreements which relate to any phase of the affairs of DeGroot's Trucking Co.. The provisions of said agreement may include, but shall not be limited to, the following:

A. The voting of shares in DeGroot's Trucking Co. and the procedure by which shares in the Corporation are to be voted, including the naming of the persons to be elected Directors and/or Officers of the Corporation.

B. The limitation of the business affairs of DeGroot's Trucking Co., or its purposes and powers to specified activities or enterprises.

C. The management of the business affairs of DeGroot's Trucking Co. and the division of the profits of the Corporation.

D. Restrictions on the transfer of shares of stock in DeGroot's Trucking Co.

E. The right and power of DeGroot's Trucking Co. or the shareholders of the Corporation to purchase the stock of any shareholder upon the proposed sale or other transfer of said stock, the retirement, death, disability, or insolvency of a shareholder,

or any other agreed upon event.

F. Modification of the provisions of Article X or the establishment of procedures by which changes in corporate form shall be effected.

Said Agreement(s) shall be in writing and shall be executed by the shareholders to be bound thereby. DeGroot's Trucking Co. is hereby empowered to become a party to any such Agreement and shall be bound by the provisions thereof, if a party. Said Agreement(s), if executed by all of the shareholders and the Corporation, shall control any conflicting provisions of Statute, the Articles of Incorporation, the Bylaws of the Corporation, and any prior agreement among the parties thereto.

EXECUTED by the undersigned Incorporator on this 26<sup>th</sup> day of June, 1997.

Dennis DeGroot  
DENNIS DEGROOT  
Incorporator

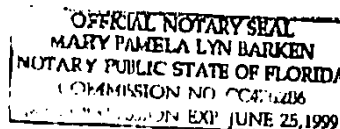
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared DENNIS DEGROOT, who is personally known to me/who produced \_\_\_\_\_ as identification and DENNIS DEGROOT acknowledged to and before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 26<sup>th</sup> day of June, 1997.


My Commission Expires:

Mary Pamela Lyn Barken  
Notary Public  
State of Florida at Large



**ACCEPTANCE**

I, Dennis DeGroot, having been appointed Registered Agent of DeGroot's Trucking Co. do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties this 26 day of June, 1997.

  
Dennis DeGroot  
Registered Agent