

Battaglia, Ross, Dicus & Wein, P.A.
Attorneys at Law

Anthony J. Battaglia
Howard B. Ross
Anthony C. Dicus, Jr.
Stephen Wein
William M. Dicus
Robert S. Jagger

John D. Jagger
James L. Ross
James H. Dicus
William M. Dicus
Stephen S. Jagger
Raymond S. Jagger

† All are Certified Civil Trial and Business Litigation Lawyers

Linson & Linson, P.A.
General & Substantial Property

March 13, 1997

First Florida Bank
980 Tyrone Palena
Tampa, Florida 33607
Post Office Box 1100
Tampa, Florida 33743-1100
Telephone
(813) 381-2300 (813) 381-4059
E-Mail: andrewlaw@worldnet.att.net
2129 W. Martin Luther King Blvd.
Tampa, Florida 33607
Tampa Telecopier
(813) 371-2307 (813) 371-1230

Department of State
Division of Corporations
409 E. Gains Street
Tallahassee, FL 32399

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-03/17/97--01084--006
****122.50 ****122.50

Re: Articles of Incorporation
TERMINAL VAN LINES, INC.

Dear Sirs or Madams:

Please file the enclosed original Articles of Incorporation for the corporation referenced above. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation, sending a certified copy of the Articles, and designation of the registered agent. the certified copy should be to our office.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to contact our office at 813-381-2300.

Sincerely,
Battaglia, Ross, Dicus & Wein, P.A.

John Giacoletti
John Giacoletti
Corporate Paralegal

JG/bmc
Enclosure

[Handwritten signature]
7/7

[Handwritten signature]

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FBI
RECEIVED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 20, 1997

JOHN GIACOLETTI
BATTAGLIA RISS DICUS & WEIN P.A.
P.O. BOX 41100
ST. PETERSBURG, FL 33743-1100

SUBJECT: TERMINAL VAN LINES, INC.
Ref. Number: W97000006478

We have received your document for TERMINAL VAN LINES, INC. 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 entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

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

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 297A00014074

**UNANIMOUS WRITTEN CONSENT OF STOCKHOLDERS AND DIRECTORS OF
TERMINAL VAN LINES, INC. IN LIEU OF SPECIAL MEETING**

The undersigned, being all of the Stockholders and the Sole Director of TERMINAL VAN LINES, INC., a Florida corporation (the "Corporation"), hereby take the following actions by unanimous written consent in lieu of a Special Meeting of the Stockholders and Board of Directors, pursuant to Sections 607.0704 and 607.0821 of the Florida Business Corporation Act:

RESOLVED, that Article One of the Articles of Incorporation of TERMINAL VAN LINES, INC. be and it hereby is amended to read as follows:

1. NAME. The name of this corporation is VAN LINES RELOCATION, INC. The principal address shall be as follows:
700 Starkey Road, #1423,
Largo, FL 34641

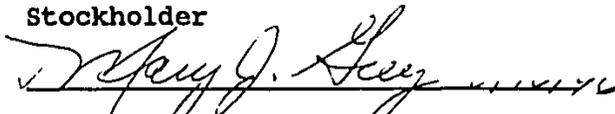
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RESOLVED, that pursuant to the Purchase and Sale Agreement by and between Terminal Van Lines, Inc. and Mid-State Moving and Storage, Inc. executed 8 March 1996, Par. I., Item 1.01 (d), the use of the trade name "Terminal Van Lines" by Mid-State Moving and Storage, Inc. be and it hereby is authorized and approved without objection or limitation.

DATED on the 8/16/96 of August, 1996.

 8/16/96

Donn M. Grey, Sole Director,
Stockholder


Mary J. Grey, Stockholder

Battaglia, Ross, Dicus & Wein, P.A.
Attorneys at Law

Anthony J. Battaglia
Howard P. Ross
Anthony C. Dicus, Jr.
Stephen J. Wein
Kelli Hanley Crabb
Brian P. Battaglia
Leonard Smith
Robert E. Jagger

Edwin B. Jagger
James C. Runyon
James H. Proctor
Mark W. Wall
Christian D. Savage, II
Raymond L. Joff

† *Board Certified Civil Trial and Business Litigation Lawyer*

Larson & Larson, P.A.
Counsel for Intellectual Property

June 30, 1997

First Union Building
980 Tyrone Boulevard
N. Petersburg, Florida 33710-6382

Post Office Box 41100
N. Petersburg, Florida 33743-1100

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Tampa *Telephone*
(813) 877-2907 *(813) 877-1930*
St. Petersburg

Reply to:

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

RE: Articles of Incorporation
TERMINAL VAN LINES, INC.
(Our File # T8861)

Dear Sirs or Madams:

Please file the enclosed original Articles of Incorporation and Unanimous Written Consent of Stockholders and Directors for the above referenced corporation. Also enclosed is an Original Affidavit of Donn M. Grey allowing the above corporate and trade name to be immediately assumed by another entity. Our check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation, was mailed to your office previously and retained by you when you returned the Articles of Incorporation without recording. We are also sending a certified copy of the Articles, and designation of the registered agent. The certified copy should be returned to our office.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to contact our office at 813-381-2300.

Sincerely,
BATTAGLIA, ROSS, DICUS & WEIN, P.A.

Michelle Cotton
Michelle Cotton

FLORIDA DEPARTMENT OF STATE

Subject: Terminal Van Lines, Inc.
Ref. Number: W97000006478

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CLERK OF THE COURT

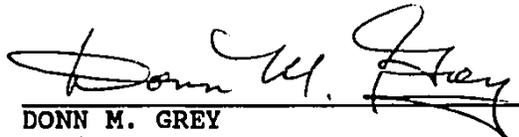
AFFIDAVIT OF DONN M. GREY

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared,
DONN M. GREY, who after being duly sworn, deposes and says that:

1. I am over 18 years of age and make this affidavit based upon my personal knowledge of the facts contained herein.
2. I was a corporate officer of Terminal Van Lines, Inc.
3. Terminal Van Lines, Inc. is an administratively dissolved entity.
4. The dissolved entity, Terminal Van Lines, Inc., hereby allows it corporate and trade name to be immediately assumed by another entity.

FURTHER AFFIANT SAYETH NAUGHT.


DONN M. GREY
Affiant

STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid to take acknowledgements, personally appeared DONN M. GREY who has presented _____ as identification, was sworn and said that she has read the foregoing Affidavit and that she has executed same freely and voluntarily for

the purposes therein expressed.

SWORN TO and SUBSCRIBED before me on this 13TH day of
JUNE, 1997.



BARBARA J FLYNN
My Commission CC405292
Expires Sep. 08, 1998
Bonded by HAI
800-422-1555

Barbara J. Flynn
Notary Public

BARBARA J. FLYNN
Printed/Typed Name

My Commission Expires: 9/8/98

[SEAL]

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**ARTICLES OF INCORPORATION
OF
TERMINAL VAN LINES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is TERMINAL VAN LINES, INC.

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue one thousand (1000) shares, all of one class, at \$0.01 par value.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of the corporation are as follows:

RESIDENT AGENT CORPORATION
OF PINELLAS COUNTY
980 Tyrone Boulevard
St. Petersburg, Florida 33710

**ARTICLE VI
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

12425 US 19 NORTH
CLEARWATER, FL 34624-7419

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Gerald Prescott	<u>12425 US 19 North</u> <u>Clearwater, FL 34624-7419</u>
Mary Lou Prescott	<u>12425 US 19 North</u> <u>Clearwater, FL 34624-7419</u>

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Aubrey O. Dicus, Jr.
980 Tyrone Boulevard
St. Petersburg, FL 33710

**ARTICLE IX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers,

or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVI
INFORMAL ACTION OF SHAREHOLDERS**

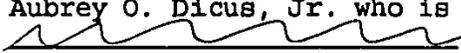
Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 7th day of March, 1997.

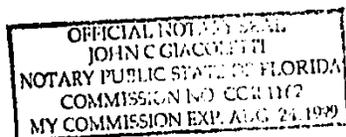


Aubrey O. Dicus, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared on this 7th day of March, 1997, Aubrey O. Dicus, Jr. who is personally known to me ~~or has produced~~  as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

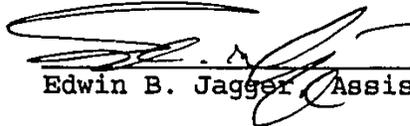
NOTARY PUBLIC




PRINT NAME:
State of Florida (SEAL)
Commission No.:
My Commission Expires:

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Resident Agent for the corporation.

RESIDENT AGENT CORPORATION OF PINELLAS COUNTY, Registered Agent



Edwin B. Jagger, Assistant Secretary,

STATE OF FLORIDA
COUNTY OF Pinellas

Before me personally appeared on this 11th day of March, 1997, Edwin B. Jagger, Assistant Secretary of Resident Agent Corporation of Pinellas County, Inc., who is personally known to me ~~or has produced~~ _____ as identification, and who acknowledged to and before me that he executed the foregoing instrument.

NOTARY PUBLIC

OFFICIAL NOTARY SEAL
JOHN C GIACOLETTI
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC481162
MY COMMISSION EXP. AUG. 24, 1999



PRINT NAME:
State of Florida (SEAL)
Commission No.:
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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