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FILED  
JUL 14 PM 11:07  
TALLAHASSEE, FLORIDA

TO Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

DATE July 10, 1997

SUBJECT Sunland Logistics, Inc.

Dear Sirs:

Enclosed please find original and one copy of Sunland Logistics, Inc.,  
Articles of Incorporation, for filing. Also enclosed please find my  
check in the amount of \$122.50 for fees.

Thank you.

Very truly yours,

*Thomas L. White*  
THOMAS L. WHITE

/a

Enc.

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P. CHAGAN

JUL 16 1997

ARTICLES OF INCORPORATION  
OF  
SUNLAND LOGISTICS, INC.

FILED  
97 JUL 14 PM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 SUNLAND LOGISTICS, INC.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

FOURTH: Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue is 100 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue. 100 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 and mailing address in Florida of the initial registered and principal office of the corporation is 1012 Marley Drive, Haines City, FL, 33844, and the name of the initial

registered agent at such address is HAROLD E. FOLDS.

SIXTH: The initial board of directors shall consist of two members, who need not be residents of the State of Florida of shareholders of the corporation.

SEVENTH: The names and addresses of the persons 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:

GUY W. WORTELMAN, 99 Pine Forest Drive, Haines City, FL, 33844.

KATHY E. WORTELMAN, 99 Pine Forest Drive, Haines City, FL, 33844.

EIGHTH: The names and addresses of the initial incorporators are as follows:

GUY W. WORTELMAN, 99 Pine Forest Drive, Haines City, FL, 33844.

KATHY E. WORTELMAN, 99 Pine Forest Drive, Haines City, FL, 33844.

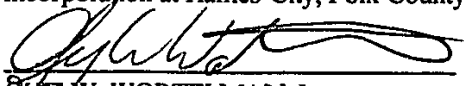
NINTH: Two-thirds of the stockholders of the corporation shall be required for any shareholder action.

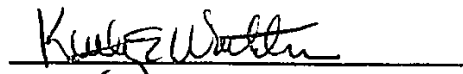
TENTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a two-thirds vote of the common stock.

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 as the shares of the stock of this corporation as may be issued for 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 holder is determined by the ratio of the authorized or authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized or authorized and issued.

TWELFTH: The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them along as many candidates as he may wish. Notice must be given by any shareholder to the president or vice-president of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Haines City, Polk County, Florida, this 10<sup>th</sup> day of July, 1997.

  
GUY W. WORTELMAN, Incorporator

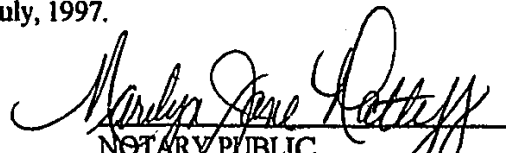
  
KATHY E. WORTELMAN, Incorporator

STATE OF FLORIDA

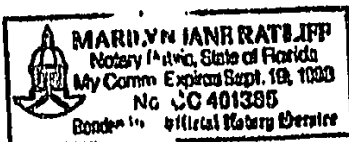
COUNTY OF POLK

Before me, the undersigned authority, personally appeared GUY W. WORTELMAN and KATHY E. WORTELMAN, who are to me personally well known to be the persons 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 subscribed and set my hand and official seal at Haines City, Polk County, Florida, this 10<sup>th</sup> day of July, 1997.

  
NOTARY PUBLIC  
MARILYN JANE RATLIFF

My commission expires:



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is SUNLAND LOGISTICS, INC.
2. The name and address of the registered agent and office is:

HAROLD E. FOLDS, 1012 Marley Drive, Haines City, FL, 33844.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
HAROLD E. FOLDS  
REGISTERED AGENT  
DATE: July 10, 1997

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TALLAHASSEE, FLORIDA