

P97000081533

Richard H. Langley

ATTORNEY AND COUNSELLOR AT LAW
700 ALMOND STREET
P.O. BOX 120188
CLERMONT, FLORIDA 34712-0188
(352) 394-4025 FAX (352) 394-1604

September 18, 1997

Secretary of State
Corporate Division
ATTN: Becky McKnight
409 E. Gaines St.
Tallahassee, Florida 32399

100002300581--1
-09/23/97--01027--001
****122.50 ****122.50

RE: D-BAR-D TRANSPORTATION SERVICES, INC.

Dear Becky,

Here is another Corporation we need soon. This doesn't happen often that we need them overnight. I do appreciate your help. Do we owe you anything extra for getting these to us so quickly? If so, please let me know.

Enclosed, please find the following:

1. Articles of Incorporation, original and one copy;
2. Stockholders Agreement (to be included)
3. Resident's Agent form, duly executed;
4. Check in the amount of \$122.50 for filing fee.
5. FedEx Envelope for return, billed to us.

If you need me the daytime number to reach me is the one listed above.

Thanks again,

Pam Maggard

Pam Maggard

enclosures

Have a great day! ☺

FILED
97 SEP 19 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight SEP 19 1997

**ARTICLES OF INCORPORATION
OF
D-BAR-D TRANSPORTATION SERVICES, INC.**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, have to this day voluntarily associated ourselves together for the purpose of forming a corporation under the Laws of the State of Florida, and to that end, do hereby adopt Articles of Incorporation, as follows:

ARTICLE I.

The name of the proposed corporation shall be **D-BAR-D TRANSPORTATION SERVICES, INC.**

ARTICLE II.

The general nature of the business to be transacted by said corporation, and the purpose and purposes for which and for any of which this corporation is formed, or to do any and all of the things allowed by the Statutes of the State of Florida, as well as those herein set forth, to the same extent, as natural persons might or could, to-wit:

To do any and all of the things allowed by the Statutes of the State of Florida.

ARTICLE III.

The capitol stock of this corporation shall consist of: ONE HUNDRED SHARES (100) of common \$10.00 par value stock. All stock shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Directors.

In case a stockholder desires to sell his share of stock, he must offer them for sale to the remaining stockholders at a figure to be determined by appraisal by arbitrators to be selected in the manner provided for in, and subject to, the transfer restrictions contained in the By-Laws of the corporation.

ARTICLE IV.

The amount of the capital with which this corporation shall begin is more than FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V.

This corporation is to have perpetual existence in the State of Florida.

FILED
97 SEP 19 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

The initial office address of this corporation in the State of Florida is: 5676 East CR 478, Webster, Florida 33597. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII.

This corporation shall have one director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by stockholders, but shall never be less than two.

ARTICLE VIII.

The names and addresses of the members of the first Board of Directors are:

NAMES:

ADDRESSES:

Denise Dunbar

5676 East CR 478
Webster, Florida 33597

ARTICLE IX.

The names and office addresses of the subscribers to these Articles of Incorporation, and the number of shares taken, are as follows:

NAMES:

ADDRESSES:

SHARES:

Denise Dunbar

5676 East CR 478
Webster, Florida 33597

75

Mark S. Montgomery

3025 CR 521
Coleman, Florida 33521

25

ARTICLE X.

The initial officers of this corporation shall be:

NAMES:

ADDRESSES:

OFFICE HELD:

Denise Dunbar

5676 East CR 478
Webster, Florida 33597

President/Secretary

Mark S. Montgomery

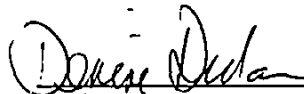
3025 CR 521
Coleman, Florida 33521

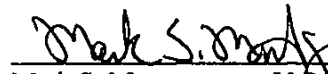
Vice-President/Treasurer

ARTICLE XI.

These Article of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a three-quarters majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Clermont, Lake county, Florida, this 17th day of September, 1997.

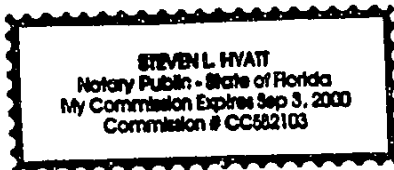

Denise Dunbar, President/Secretary


Mark S. Montgomery, V-Pres./Treas.

STATE OF FLORIDA
COUNTY OF LAKE

SUBSCRIBED AND SWORN before me, now comes Denise Dunbar and Mark S. Montgomery, who is personally known to me, this 17th day of September, 1997.

SEAL




NOTARY PUBLIC

Print Name: Steven L. Hyatt
COMMISSION EXPIRES CC582103

STOCKHOLDERS AGREEMENT

The following agreement was made by and between the original stockholders of the **D-BAR-D TRANSPORTATION SERVICES, INC.**, and by their signatures hereon they confirm such agreement.

1. The initial stock issue in this corporations as follows:

Denise Dunbar	75 shares
Mark S. Montgomery	25 shares

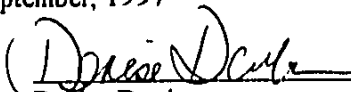
2. In the event any share holder becomes dissatisfied or wishes to sell his or her interest in the corporation, it shall be offered first to the other stock holders in proportion to their representative shares. A stockholder will have the right to sell his or her stock to a non-stockholder only if that stock is first offered to the existing stockholders at a price and upon terms that are at least as favorable as those offered to the non-stockholder. Any rights of stock holders not wishing to participate in purchasing shall be distributed prorata among those who do wish to participate.

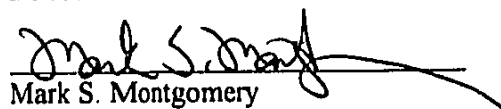
3. The corporation may create and issue additional shares of stock in an amount and price which shall be determined by the Board of Directors. Any such new issue of shares shall first be offered to the existing stockholders in their prorata interest.

4. Until January 1, 1998, any stockholders who wish to sell his or her stock shall be paid no more than the amount of his total investment. After January 1, 1998, a mutually agreed upon qualified appraiser shall verify the value of the corporation and the shareholder(s) shall be paid the net value of his or her prorata share. Such sale shall be governed by this Agreement.

5. All profit from the conduct of this corporations business shall be divided prorata as reflected by stock held. Profit as used herein shall be construed to be gross receipts less all ordinary business expense as accepted by general, accounting principles.

Agreed and executed this 17th day of September, 1997


Denise Dunbar


Mark S. Montgomery

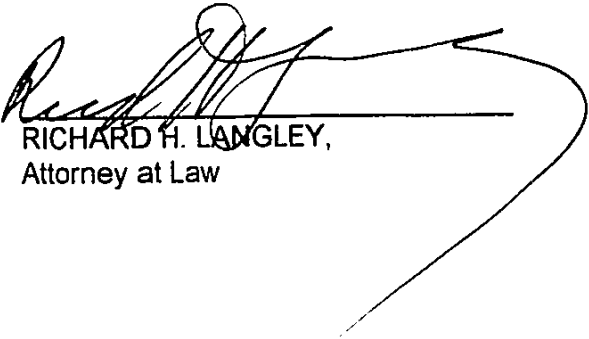
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, the following
is submitted.

D-BAR-D TRANSPORTATION SERVICES, INC., desiring to organize or qualify
under the Laws of the State of Florida, with its principal place of business in the City of
Clermont, Lake County, Florida, has named RICHARD H. LANGLEY, ESQUIRE, 700
Almond Street, Clermont, Florida, 34711, as its Resident Agent to accept service of
process within Florida.

Having been named to accept service 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 relative to the proper and complete
performance of my duties.

Dated: 9/17/97


RICHARD H. LANGLEY,
Attorney at Law

FILED
97 SEP 19 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA