

P97000082715

TRANSMITTAL MEMORANDUM

To: Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Date: Sept. 18, 1997

Re: R & S TRANSPORTATION ,
INC.

File No. W-47,846

Your No.

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. Original and one copy of Articles of Incorporation
2. Check for \$122.50 for filing
3. Stamped, self-addressed return envelope

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-09/22/97--01071--002
****122.50 ****122.50

PLEASE TAKE THE FOLLOWING ACTION:

Please file the Articles. Certify the copy and return it to my office as soon as possible.

THANK YOU.

STENSTROM, McINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.
Attorneys at Law
Suite 22, Sun Bank
Post Office Box 4848
Sanford, Florida 32772-4848
Telephone: (407) 322-2171
Orlando Exchange: (407) 834-5119
FAX: (407) 330-2379

FCW/tlw

i:fcw/corp/r's trans/tm

FRANK C. WHIGHAM, ESQUIRE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 AM 12:51

9-24-97
W.S.

ARTICLES OF INCORPORATION
OF
R & S TRANSPORTATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 SEP 22 AM 12:52

ARTICLE I - NAME

The name of this corporation is R & S TRANSPORTATION, INC.,
located at 1222 S. Pineridge Circle, Sanford, Florida 32773.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the
filing of these Articles of Incorporation by the Florida Department
of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting
any and all lawful business which corporations may conduct pursuant
to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common
stock at \$1.00 par value, which shall be designated "Common
Shares".

ARTICLE V - INITIAL REGISTERED
OFFICE AND AGENT

The street address of the initial registered office of this
corporation is 200 W. First Street, Suite 200, Sanford, Florida
32771 , and the name of the initial Registered Agent of this
corporation located at that address is FRANK C. WHIGHAM.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have One (1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

ELIZABETH A. ROACHE	1222 S. Pineridge Circle Sanford, FL 32773
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ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles is:

FRANK C. WHIGHAM	200 W. First Street, Suite 200 Sanford, FL 32773
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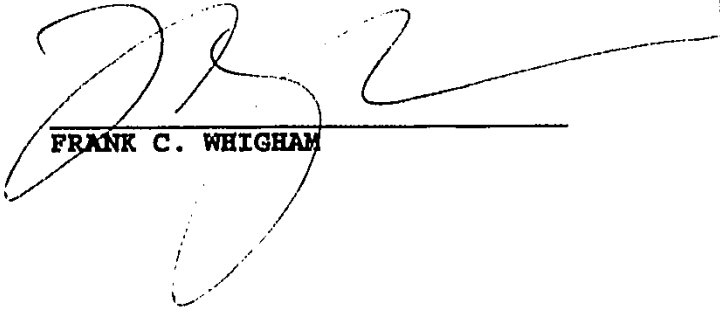
ARTICLE VIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 17 day of September, A.D. 1997.

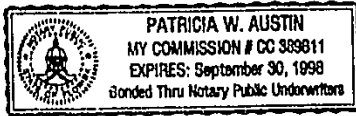


FRANK C. WHIGHAM

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me by Frank C. Whigham, personally known to me, this 17th day of September, A.D., 1997.

(Affix Notarial Seal)



Patricia W. Austin
Notary Public
Print Name: PATRICIA W. AUSTIN

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

R & S TRANSPORTATION, INC.

In pursuance to Chapter §48.091, Florida Statutes,
following is submitted in compliance with said Act:

FIRST: That R & S TRANSPORTATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1222 S. Pineridge Circle, Sanford, Florida 32773 has named FRANK C. WHIGHAM located at 200 W. First Street, Suite 200, Sanford, County of Seminole, State of Florida, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above entitled corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

FRANK C. WHIGHAM

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