

NICHOLAS A. BABINO ACCOUNTANTS, INC.
3488 DELTONA BLVD.
SPRING HILL, FLORIDA 34606
(352) 686-3933

PA7000091344

DIVISION of CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314
OCTOBER 20, 1997

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-10/23/97--01055--012
*****70.00 *****70.00

RE: INCORPORATION

NEW FILING SECTION,

ENCLOSED ARE THE ARTICLES OF INCORPORATION FOR SOUTHERN LOGISTICS, INC.
THE FEE IN THE AMOUNT OF SEVENTY DOLLARS (\$ 70.00) FOR PROCESSING THE
ARTICLES ARE ENCLOSED. ALSO ENCLOSED IS AN EXTRA COPY OF THE ARTICLES
OF INCORPORATION, THAT NEED TO BE STAMPED AND RETURNED TO.....

NICHOLAS A. BABINO 3488 DELTONA BLVD. SPRING HILL, FL 34606

IF THERE ARE ANY QUESTION IN REGARDS TO THESE ARTICLES, PLEASE CONTACT
MY OFFICE AT (352)686-3933. THANK YOU FOR YOUR COOPERATION.

NICHOLAS A. BABINO
ACCOUNTANT/CONSULTANT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 4:30

10-23-97
WS

ARTICLES OF INCORPORATION
OF

Southren Logistics, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 4:31

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form a corporation for profit under the laws of the State of Florida, pursuant to Chapters 607, Florida Statutes, and execute the following:

ARTICLE I. CORPORATE NAME

The name of the corporation shall be:

Southern Logistics. Inc.

ARTICLE II. TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon the filling of these Articles with the Secretary of State.

ARTICLE III. GENERAL PURPOSE

The purpose of this corporation is to engage in
Transporting Spas And Pools
and any lawful business permitted under the laws of the State of Florida and the United States.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is One Hundred (100) shares of common stock, having a par value of one dollar (\$1.00) per share.

Authorized stock may be paid for in cash, past services, or property, at a just value to be fixed by the Board of Directors of this Corporation, at any regular or special meeting.

ARTICLE V. PREEMPTIVE RIGHTS

The shareholders of the Corporation shall have the preemptive right to acquire pro rata, unissued or treasury shares of the Corporation or securities of the Corporation, convertible into or carrying the right to subscribe to or acquire shares. Such shares or securities may be issued by the Corporation from time to time for money, any property, or past services, in addition to authorized shares, and the preemptive right of any shareholder shall be determined by the ratio shares of which he/she is the holder to all authorized and issued shares. The prices, terms, and conditions therefore shall be fixed by the Board of Directors.

Before publicly or privately selling or offering to sell any additional shares of its common stock, or any stock bonds, debentures or other securities convertible into common stock, the Corporation shall first offer to all of the holders of its common stock the right of purchase a pro rata portion of such common stock or such securities convertible into common stock.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The Registered Agent and the street address of the Initial Registered Office of the Corporation shall be:

George A. Donnelly
2556 Running Oak Court
Spring Hill, FL 34608

The Corporation will have
the same address as the
registered agent.

The Board of Directors from time to time may designate any other address and place for the Registered Office to the Corporation.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have NO () Directors initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial Directors of this Corporation and their street addresses are:

The persons named as initial Directors shall hold office for the first year of existence of this Corporation or until his or her successor(s) is/are elected or appointed and has/have qualified, whichever occurs first.

ARTICLE IX. INCORPORATORS

The name and street address of the Incorporators of these Articles of Incorporation are:

George A. Donnelly
2556 Running Oak Court
Spring Hill, FL 34608

Jim A. Jackson
13153 Thonotosassa Road
Dover, FL 33527

ARTICLE X. AMENDMENT

These Articles 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 Stockholder's meeting by a 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 be made.

ARTICLE XI. BY-LAWS

The By-Laws shall be made, amended, or rescinded from time to time as therein provided.

ARTICLE XII. RIGHT OF FIRST REFUSAL

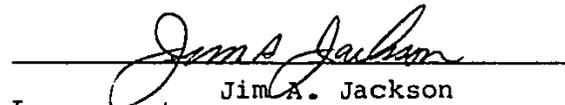
The Corporation shall have the right of first refusal to any Shareholder who desires to sell his/her shares or portions thereof, the compensation for which shall be fixed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has
executed the foregoing Articles of Incorporation this

_____ day of _____, 19 97.



Incorporator George A. Donnelly



Incorporator Jim A. Jackson

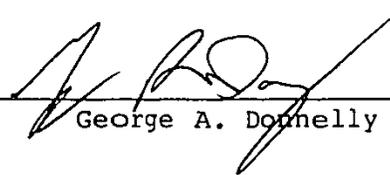
Incorporator

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 23 PM 4:31

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

FIRST: That Southern Logistics, Inc.,
desiring to organize or qualify under the laws of the
State of Florida, with its principal place of business at
the City of Spring Hill, State of
Florida, has named George A. Donnelly,
located at 2556 Running Oak Court,
Spring Hill, Florida 34608,
as its agent to accept service of process within Florida.



George A. Donnelly

Title: President

Dated: 10-17-97

Having been named to accept service of process for
this 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.



George A. Donnelly

10-17-97

Date

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, a Notary Public, personally appeared

George A. Donnelly and Jim A. Jackson,

to me known to be the person(s) described in and who
executed the foregoing Articles of Incorporation, and
acknowledged before me that they subscribed to these
Articles of Incorporation on the

17th day of October,

1997_____.



NOTARY PUBLIC

My commission Expires:

(Seal)

