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December 17, 1997

4042 Commercial Way
Spring Hill, Florida 34606
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FILED
97 DEC 19 PM 3:16
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-12/19/97--01024--003
****122.50 ****122.50

In re: Cool Change Trucking, Inc.

Dear Sir:

Please find enclosed the Articles of Incorporation of Cool Change Trucking, Inc. Also enclosed is this firm's check in the amount of \$122.50 to cover the cost of the filing fee, certified copy and registered agent designation.

Please return the certified copy of these articles to this office.
Thank you for your assistance in this matter.

Very truly yours,

Andrea B. Trusty

Andrea B. Trusty
Legal Assistant

/at
Enclosures

CPB
12-19-97

ARTICLES OF INCORPORATION OF
COOL CHANGE TRUCKING, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE ONE
NAME

The name of the corporation is COOL CHANGE TRUCKING, INC.

ARTICLE TWO
CORPORATION DURATION

The duration of the corporation is perpetual.

ARTICLE THREE
PURPOSES OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of trucking.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000). Such shares shall be of a single class, and shall have a par value of Ten Dollars (\$10) per share.

ARTICLE FIVE
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 26303 Blackjack Street, Brooksville, FL 34601, and the name of its initial registered agent at such address is JOSEPH R. TUCKER.

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ARTICLE SIX
DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two. The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
JOSEPH R. TUCKER	26303 Blackjack Street Brooksville, FL 34601
SONDRA A. TUCKER	26303 Blackjack Street Brooksville, FL 34601

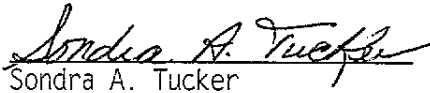
ARTICLE SEVEN
INCORPORATORS

The name and address of each incorporator is:

Name	Address
JOSEPH R. TUCKER	26303 Blackjack Street Brooksville, FL 34601
SONDRA A. TUCKER	26303 Blackjack Street Brooksville, FL 34601

Executed by the undersigned at Brooksville, Hernando County, Florida, on December 15th, 1997.


Joseph R. Tucker

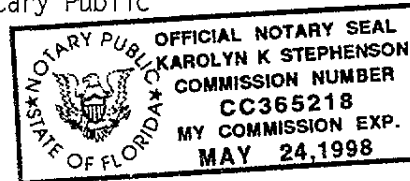

Sondra A. Tucker

STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, personally appeared JOSEPH R. TUCKER, who is personally known to me or who produced as identification driver's license, and who subscribed the above Articles of Incorporation; and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. Said person did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Brooksville, Hernando County, Florida, this 15th day of December, 1997.

Karolyn K. Stephenson
Notary Public

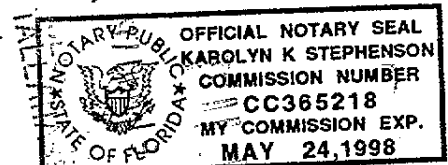


STATE OF FLORIDA
COUNTY OF HERNANDO

BEFORE ME, the undersigned authority, personally appeared SONDR A. TUCKER, who is personally known to me or who produced as identification driver's license and who subscribed the above Articles of Incorporation; and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth. Said person did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Brooksville, Hernando County, Florida, this 15th day of December, 1997.

Karolyn K. Stephenson
Notary Public



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:

FIRST - That COOL CHANGE TRUCKING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 26303 Blackjack Street, Brooksville, FL 34601, has named JOSEPH R. TUCKER of 26303 Blackjack Street, Brooksville, FL 34601, as its agent to accept service of process within Florida.

Joseph R. Tucker
Joseph R. Tucker

Sondra A. Tucker
Sondra A. Tucker

Having been named to accept service of process 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.

Joseph R. Tucker
Joseph R. Tucker