

(SAMPLE LETTER OF TRANSMITTAL)

Florida Department of State
Division of Corporations
P.O. Box 6227
Tallahassee, FL 32314

Re: FREEMAN. DARLING FLA. DIVISION, Inc.
(Name of Corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

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-01/22/98--01113--004
*****122.50 *****122.50

ROBERT BONDY
(Individual's Name)

FREEMAN. DARLING FLA. DIVISION
(Name of Corporation)

MAILING ADDRESS OF CORPORATION		
115 SANDSPUR RD.		
MAITLAND, FL		
32751		
PHONE		
(407)	539-1643	
Area Code	Number	Ext.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 23, 1998

ROBERT BONDY
115 SANDSPUR ROAD
MAITLAND, FL 32751

SUBJECT: FREEMAN - DARLING FLORIDA DIVISION
Ref. Number: W98000001654

We have received your document for FREEMAN - DARLING FLORIDA DIVISION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 398A00003943

ARTICLES OF INCORPORATION

of

FREEMAN-DARLING Florida Division, INC.

(name of corporation)

The undersigned acting as the incorporators of a corporation under the Florida Business Corporation Act, adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Freeman-Darling Florida Division, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 100 shares of common stock, par value \$ 1.00 per share.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and, if different, the mailing address is:

STREET ADDRESS	<u>115 Sandspur Rd.</u>		
CITY	<u>Maitland</u>	FLORIDA	ZIP <u>32751</u>
Mailing address, if different			
STREET ADDRESS	<u>Same</u>		
CITY		FLORIDA	ZIP

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the name of the initial registered agent at the office is:

NAME	<u>Robert M. Bmdy</u>		
ADDRESS	<u>115 Sandspur Rd</u>		
CITY	<u>Maitland</u>	FLORIDA	ZIP <u>32751</u>

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL BOARD OF DIRECTORS.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Theodore H. Smith		
ADDRESS	34400 Glendale		
CITY	Livonia	STATE	MI ZIP 48150
NAME	Samuel E. Root		
ADDRESS	47624 Warrington		
CITY	Novi	STATE	MI ZIP 48374
NAME	Robert M. Brady		
ADDRESS	1304 Golfview St.		
CITY	Orlando	STATE	FL ZIP 32804

ARTICLE VIII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Theodore H. Smith		
ADDRESS	34400 Glendale		
CITY	Livonia	STATE	MI ZIP 48150
NAME	Samuel E. Root		
ADDRESS	47624 Warrington		
CITY	Novi	STATE	MI ZIP 48374
NAME	Robert M. Brady		
ADDRESS	1304 Golfview St.		
CITY	Orlando	STATE	FL ZIP 32804

The undersigned incorporator(s) have executed these Articles of Incorporation this 20th day of January 1998.

Theodore H. Smith (Signature)
Samuel E. Root (Signature)
Robert M. Brady (Signature)

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Freeman-Darling Florida Division, Inc.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

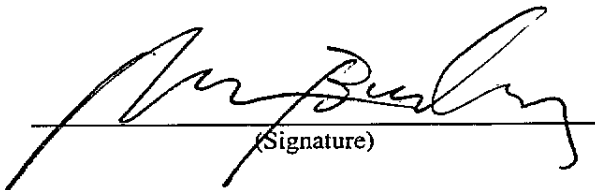
The above corporation, organized under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 115 Sandspur Rd
Maitland, FL 32751

has named Robert M. Bmdy

located at the aforesaid address, as its registered agent to accept service of process within this state.

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)

1/20/98
(Date)