

P98000022254

March 4, 1998

Secretary of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

Dear Sir,

Enclosed please find a check for following.

\$35.00 - Filing fee for corporation
\$35.00 - Filing fee for registering agent

Sincerely,


Thomas Downs

Thomas Downs
5858 Crest Lane
Lakeland, Florida 33813

100002450681--7
-03/09/98-01080-015
*****70.00 *****70.00

FILED
98 MAR -9 AM 10:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK MAR 10 1998

ARTICLES OF INCORPORATION

OF

T. & F. TRANSPORT, INC.

ARTICLE I - NAME

The name of this corporation is T. & F. TRANSPORT, INC. and the business address of the corporation is 5858 Crest Lane, Lakeland, Florida 33813.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes: transporting general commodities (no hazardous products) and any other lawful business.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock with a par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is: 5858 Crest Lane, Lakeland, Florida 33813 and the name of the initial registered agent of this corporation at that address is: Thomas H. Downs.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws. The name and address of the initial director of this corporation is:

Thomas H. Downs

5858 Crest Lane

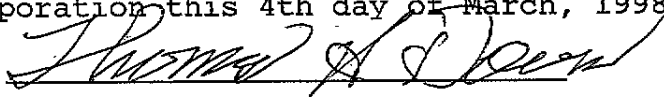
Lakeland, Florida 33813

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TALLAHASSEE, FLORIDA

ARTICLE VII - INCORPORATORS

The name of the person signing these Articles is: Thomas H. Downs,
5858 Crest Lane, Lakeland, Florida 33813.

IN WITNESS WHEREOF the undersigned subscriber has executed these
Articles of Incorporation this 4th day of March, 1998.

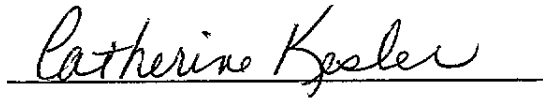


Thomas H. Downs

STATE OF FLORIDA
COUNTY OF POLK

Before me, a Notary Public authorized to take acknowledgments in
the state and county set forth above, personally appeared
Thomas H. Downs known to me and known by me to be the person who
executed the foregoing Articles of Incorporation, and who
acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
seal, in the state and county aforesaid, this the 4th day of March
1998.



CATHERINE KESLER
COMMISSION # CC 651524
EXPIRES MAY 29, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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 607.325, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST THAT T. & F. TRANSPORT, INC.


WITH ITS PLACE OF BUSINESS AT LAKELAND, POLK COUNTY, FLORIDA

HAS NAMED THOMAS H. DOWNS

LOCATED AT 5858 CREST LANE

CITY OF LAKELAND, STATE OF FLORIDA
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

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 and I accept the duties and obligations of section 607.325 Florida Statutes.



Thomas H. Downs
March 4, 1998

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