

P98000025778

TRANSMITTAL LETTER

SECRETARY OF STATE
DIVISION OF CORPORATIONS
92 FEB 24 AM 11:00

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

EFFECTIVE DATE

3-1-98

SUBJECT: Varsity Industries, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50.

FROM: Varsity Industries, Inc.
1971 W. Lumsden Rd., Ste. # 189
Brandon, Florida 33511

NOTE: Please provide the original and one copy of the Articles.

100002439461--0
-02/24/98--01072-023
****122.50 ****122.50

3rd Sincia, For
Robert L. Smith GAVE
AUTHORIZATION BY PHONE TO
CORRECT Del. Date
DATE 3/19/98
DOC. EXAM Denis Brown

789, 524, 2551, 2550

9 M98-4243



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 25, 1998

ROBERT L. SMITH
1971 W. LUMSDEN ROAD
SUITE #189
BRANDON, FL 33511

SUBJECT: VARSITY INDUSTRIES, INC.
Ref. Number: W98000004243

We have received your document for VARSITY INDUSTRIES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

YOU CAN'T DATE YOUR ARTICLES AHEAD. THE DATE HAS TO BE A CURRENT DATE. WE WILL GIVE YOU AN EFFECTIVE DATE WITH-IN NINTY DAYS AFTER THE WE RECEIVED THEM. PLEASE CORRECT THE ARTICLES AND RETURN TO MY ATTENTION.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 698A00010739

ANY Questions Please
CONTACT My Agent.
FRED Simcic AT
813 664-0900

EFFECTIVE DATE
3-1-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 FEB 24 AM 11:00

ARTICLES OF INCORPORATION

OF

Varsity Industries, Inc.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Varsity Industries, Inc.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The corporation's existence shall commence on March 1, 1998 with the execution and acknowledgement of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is:

(1) to truck general commodities and produce.

(2) to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes herebefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation...

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 10,000 shares of capital stock, all of which shares shall be common shares of the par value of \$0.10 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 1971 W. Lumsden Rd., Suite 189, Brandon, Florida 33511. The name of initial registered agent at that address is Robert L. Smith. The principal office will be the same as the registered office.

ARTICLE VII

BOARD OF DIRECTORS

A. Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Robert L. Smith
1971 W. Lumsden Rd., Ste. # 189
Brandon, Florida 33511

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one (1) year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which Certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII

OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers and the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and office of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

President Robert L. Smith
Secretary/Treasurer Robert L. Smith

ARTICLE IX

INCORPORATOR

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

Robert L. Smith
1971 W. Lumsden Rd., Ste. # 189
Brandon, Florida 33511

ARTICLE X

INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty to the Corporation as such director, officer or employee, or

to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its share holders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expenses which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

ARTICLE XI

AMENDMENTS

The Articles of Incorporation may be amended in the manner as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the shareholder's sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of the shareholders are subject to these reservations.

ARTICLE XII

MISCELLANEOUS

A. Other offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.

B. Location of Shareholders and Directors Meetings

Meetings of the Share holders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places or the holding of such meetings maybe specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March 16, 1998.

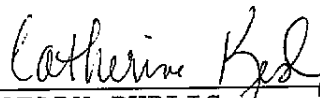


Robert L. Smith

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared Robert L. Smith, to me known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 16th day of February, 1998.



NOTARY PUBLIC
State of Florida

My Commission Expires:



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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 24 AM 11:00

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of Varsity Industries, Inc. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of Florida Statute 48.091, relative to keeping the corporation's registered office open.



Robert L. Smith
Registered Agent