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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 27 PM 1:57

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March 24, 1998

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*****78.75 *****78.75

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

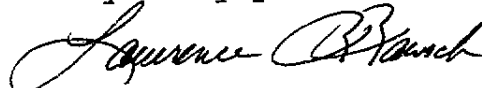
Subject: Articles of Corporation of C & D TRUCKING, INC.

Dear Sir:

Enclosed, is an original and one (1) copy of the Articles Of Incorporation and a check in the amount of \$78.75 to cover the cost of the filing fee and certificate.

If you would take care of this matter for me, it would be appreciated. However, should you need any further information, please do not hesitate to contact me.

Very truly yours,



Lawrence R. Rausch

LRR/mbc

Enc:

LT
3/30

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ARTICLES OF INCORPORATION

OF

C & D TRUCKING, INC.

ARTICLE I - NAME

The name of this corporation is C & D TRUCKING, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607. Florida Statutes, as now exists or may after be amended.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase their pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 712 South Edgewood Avenue, Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at that address is LAWRENCE R. RAUSCH.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation are:

PRESIDENT:

VICE PRESIDENT:

SECRETARY & TREASURER:

DAVE S. WOOD

CHARLOTTE WOOD

ARTICLE VIII - INCORPORATORS

The names and addresses of the Incorporators signing these articles are:

DAVE S. WOOD
4511 ROYAL AVENUE
JACKSONVILLE, FL. 32205

CHARLOTTE WOOD
4511 ROYAL AVENUE
JACKSONVILLE, FL. 32205

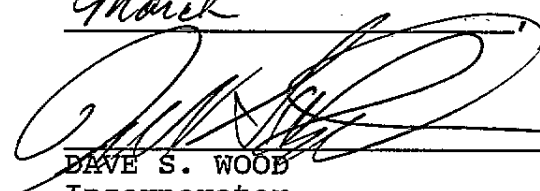
ARTICLE IX - INDEMNIFICATION

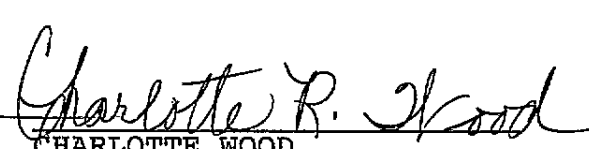
The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 23rd day of March, 1998.


DAVE S. WOOD
Incorporator


CHARLOTTE WOOD
Incorporator

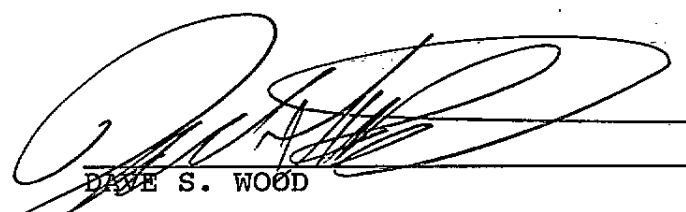
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

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Pursuant to the provisions of Section 607.0501, Florida Statutes, the following is submitted:


FIRST that C & D TRUCKING, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4511 ROYAL AVENUE, JACKSONVILLE, FLORIDA 32205 has named LAWRENCE R. RAUSCH, at 712 South Edgewood Avenue, Jacksonville, Florida 32205, as its agent to accept service of process within Florida.

DATED: This 23rd day of March, 1998.


DAVE S. WOOD

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate. I hereby agree to comply with the provisions of all statutes relative to the proper performance of my duties.


LAWRENCE R. RAUSCH, Registered Agent

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared DAVE S. WOOD and CHARLOTTE WOOD known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 23rd day of March, 1998.

Mildred B. Connors
NOTARY PUBLIC, STATE OF FLORIDA



Mildred B. Connors
MY COMMISSION # 00534520 EXPIRES
April 3, 2000
BONDED THRU TREY FAIR INSURANCE, INC.