

P98000043318

April 8, 1998

Divisions of Corporations
D.W. McKinnon, Division Director
P.O. Box 6327
Tallahassee, FL 32399

RE: Incorporation of New Business

500002494225--7
-04/21/98--01001--001
****122.50 ****122.50

Dear Sirs:

Enclosed are (1) articles of incorporation, (2) Certificate designating place of business, and (3) check in payment of incorporation fees as follows:

\$ 35.00 - Filing Fee - Profit Corporation
52.50 - Charter Tax (Minimum)
35.00 - Certificate Designating Registered Agent
\$122.50 Total Check

Please return the certified copy of these articles of incorporation to our office.

Sincerely,

Scott A. Barton

Scott Barton
President, Barton Trucking, Inc.

FILED
APR 21 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 21, 1998

SCOTT BARTON
851 19TH STREET SW
NAPLES, FL 34117

SUBJECT: BARTON TRUCKING, INC.
Ref. Number: W98000008826

We have received your document for BARTON TRUCKING, 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):

The effective date is not acceptable since it is not within five working days of the date of receipt.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a 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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 398A00021298

Soldavini Accounting, P.A.

5455 Jaeger Road
Naples, Florida 34109

May 6, 1998

Office: (941) 591-4747 • Fax: (941) 591-2991

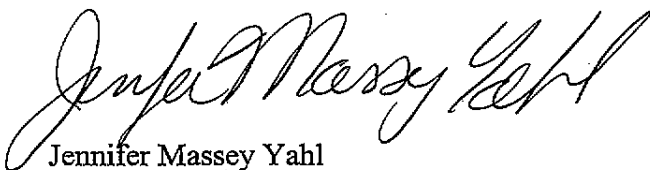
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Letter Number 398a00021298

Dear Dana,

This is in regards to your letter. Please change the effective date of the corporation to April 21, 1998 as per my client. This is the date of your receipt. Please call me at (941) 591-4747 if you have any questions.

Sincerely yours,



Jennifer Massey Yahl

ARTICLES OF INCORPORATION
OF
BARTON TRUCKING, INC.

The undersigned subscriber to these Articles of Incorporation, Scott Barton, being a natural person competent to contract, hereby acknowledges and files these ARTICLES OF INCORPORATION in the Office of the Secretary of State of the State of Florida in order to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of this Corporation is BARTON TRUCKING, INC. The principal office and mailing address of the corporation is 851 19th Street SW, Naples, Florida 34117.

ARTICLE II

DURATION

The Corporation shall have perpetual existence, commencing upon April 21, 1998.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of \$1.00 par value stock, which shall be designated "common shares." The stock of the Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and all regulations issued thereunder. Such actions as are necessary will be taken by the officers of this Corporation in order to qualify under Section 1244. This Corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

ARTICLE V

FILED
98 APR 21 PM 3:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 851 19th Street SW, Naples, Florida 34117, and the name of the initial registered agent of the Corporation at that address is Scott Barton. The Directors of this Corporation may from time to time change the registered office or registered agent, or both, by appropriate notice to the Secretary of State.

ARTICLE VI

DIRECTORS

The Corporation shall have not less than one Director, as provided by the By-Laws. Directors shall hold office for the term provided in the By-Laws or until their successors have been duly elected and qualified.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The following shall constitute the initial Board of Directors of this Corporation:

**Scott Barton
851 19th Street SW
Naples, Florida 34117**

ARTICLE VIII

INCORPORATORS

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

**Scott Barton
851 19th Street SW
Naples, Florida 34117**

ARTICLE IX


BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders in the manner provided by the laws of the State of Florida.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned Subscribers have executed these Articles of Incorporation this 21st day of April, 1998.



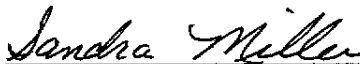
Scott Barton

STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Scott Barton, known to me and known by me to the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

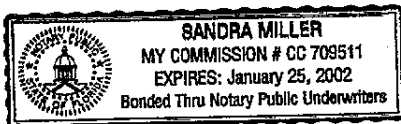
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of April, 1998.

(SEAL)



NOTARY PUBLIC Sandra Miller
State of Florida at Large

My commission expires:



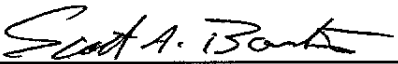
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

That BARTON TRUCKING, INC., desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the Articles of Incorporation in the County
Collier, State of Florida, has named Scott Barton located at 851 19th Street SW, Naples,
Florida 34117, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process of the above stated Corporation, at
place designated in this Certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said office.



Scott Barton

FILED
98 APR 21 PM 3:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA