

BEVERLY BRUNELLE, CPA
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P980000059539

Division of Corporations
C/) Secretary of State
The Capital
Tallahassee, Fl. 32314

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Dear New Fining Section;

I have enclosed the Articles of Incorporation for LEE & SMITH,
INC. to operate as a Corporation in the State of Florida.

The following fees are enclosed:

| | |
|----------------------------------|----------|
| Filing and registered agent fees | \$ 70.00 |
| Certified Copy | 52.50 |
| Certificate of Statue | 8.75 |

Total Fees \$ 131.25

If there are any changes that need to be made to the Articles of Incorporation, Would you please advise me of same. I would appreciate your returning same to me at the above address. Thank you.

Sincerely,

Beverly Brunelle CPA
Beverly Brunelle, CPA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

500 6 1998

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ARTICLES OF INCORPORATION

OF

LEE & SMITH, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1. NAME

The name of this corporation is: LEE & SMITH, INC.

ARTICLE 11. DURATION

This corporation is to have perpetual existence.

ARTICLE III. PURPOSE

The corporation is organized for the purpose of TRANSPORTATION OF GOODS
VIA commercial vehicle(s) and to carry on a general TRUCKING
business in all aspects thereof in regards to TRANSPORTATION.
The corporation is organized to engage in any activity or business permitted under the laws
of the State of and the United States.

ARTICLE IV. CAPITAL STOCK

This corporation shall have one (1) class of common stock having a par value of One
dollar (\$1.00) per share and the same shall be fully paid and nonassessable. The maximum
number of shares of said stock this corporation is authorized to have outstanding at any
time is One Thousand (1,000) shares. The shares shall be considered to be section 1244
shares of stock for the purpose of the Internal Revenue Code classifications.

ARTICLE V. PREEMPTIVE RIGHTS

Every stockholder shall have the right to purchase his pro rata share of any new
stock of this corporation at the price which it is offered to others.

ARTICLE VI. INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is Five Hundred
(\$500.00) dollars.

ARTICLE VII. ADDRESS

The initial street address of the principle office of this corporation in the State
of Florida is: 12825 155th PLACE, LIVE OAK Florida 32060.
The Board of Directors may from time to time move the principle office to any other Florida
address.

ARTICLE VIII. DIRECTORS

This corporation shall have Two (2) Director(s) initially. The number of
Directors may be increased from time to time by the By-Laws, but shall never be less than
one (1). The names and address of the initial director(s) are:

JAMES R. LEE - 12825 155th PL., Live OAK FL. 32060
MICHAEL J. SMITH - 12825 155th PL., Live OAK FL. 32060

JAMES R. LEE

ARTICLE XI. REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the Registered Resident Agent and his Registered Office to accept service of process within the State for this Corporation is:

JAMES R. LEE, 12825 155th Place, Lint Oak, FL

ARTICLE XII. BY-LAWS

32060

By-Laws may be repealed or amended, and new By-Laws may be adopted by either the Board of Directors, or the Shareholders, but the Board of Directors may not amend or repeal any By-Laws adopted by the Shareholders, if the Shareholders specifically provide such By-Laws not subject to amendment or repeal by the Directors.

ARTICLE XIII. OFFICERS

The initial officers shall be as follows:

President, Treasurer JAMES R. LEE

Vice-President, Secretary MICHAEL J. SMITH

ARTICLE XIV. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders meeting by a majority of the Shareholders entitled to vote thereon unless the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV. MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation and carried out by the Executive Officer as appropriate.

ARTICLE XVI. VOTING RIGHTS

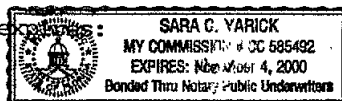
Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common shares. IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Incorporation this 1st day of July, 1998.

STATE OF Florida, COUNTY OF Suwannee

I HEREBY CERTIFY that on this day, before me, the undersigned authority, personally appeared JAMES R. LEE to me known to be the person described herein as Subscriber and who executed the foregoing Articles of Incorporation and he acknowledge before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 1st day of July, 1998.

Notary Public
My commission expires:



ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT AND OFFICE

Having been named to accept service of process for LEE &
SMITH, INC. I hereby declare my acceptance of appointment
as registered agent and registered office of this corporation. I agree
to serve and to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.

Dated: July 1, 1998

x James R. Lee
JAMES R. LEE (SIGNATURE)

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TALLAHASSEE FLORIDA