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TRANSMITTAL LETTER

FILED

To: Department of state
Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

98 AUG 11 PM 1:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Proposed New Corporation: APK Trucking, Inc.

I wish to register APK Trucking, Inc. as an S Corporation, in accordance with the following Articles of Incorporation. The original, and one copy of the Articles of Incorporation are enclosed.

Fee enclosed: \$78.75; the \$70.00 filing fee, together with \$8.75 for a certificate.

FROM: Albert P. Kelleher
56 Rosedown Blvd.
DeBary, FL. 32713
Daytime telephone #: (407) 668 - 1148

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
APK TRUCKING, INC.

The undersigned, acting as incorporators, for the purpose of forming an S Corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: APK Trucking, Inc.

ARTICLE II - PURPOSE

The specific purpose for which this corporation is organized is to engage in the marketing and transporting of materials as permitted under the laws of the United States and/or the State of Florida.

ARTICLE III - PRINCIPAL OFFICE and INITIAL REGISTERED AGENT

The initial registered office, principal place of business, and mailing address of this corporation is 56 Rosedown Blvd., DeBary, FL. 32713, and the name of the initial registered agent at such address is Albert P. Kelleher.

ARTICLE IV - SHARES

This corporation is authorized to issue ninety nine (99) shares of common stock, all of one class, at One (\$1.00) Dollar per value.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata 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 - LIMITED CORPORATE POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of the shareholders. Shareholders or their heirs or assigns shall be entitled to one vote per share owned, and shall take part in the organization, profits and dividends, on going control, and/or dissolution of the corporation, in accordance with these Articles of Incorporation and the bylaws of the corporation. The items set forth in the Articles of Incorporation and the Bylaws shall be fixed, and none shall be adopted, altered, amended, or repealed, without the majority consent of the shareholders.

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TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL OFFICERS

Albert P. Kelleher, of 56 Rosedown Blvd., DeBary, FL. 32713, shall serve as president and secretary, until new officers are elected and qualified according to the method of election set forth in the bylaws.

ARTICLE VIII - THE INCORPORATORS

The names and the street addresses of the incorporators are:

Albert P. Kelleher, 56 Rosedown Blvd., DeBary, FL. 32713.

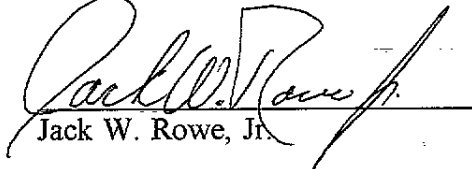
Susan L. Kelleher, 374 Farmingwood Road, Greenville, N.C. 27858

Jack W. Rowe, Jr., 56 Rosedown Blvd., DeBary, FL. 32713.

The undersigned Incorporators have executed these Articles of Incorporation this 1st day of July, 1998.


Albert P. Kelleher


Susan L. Kelleher


Jack W. Rowe, Jr.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is APK Trucking, inc.
2. The name and address of the registered agent and office is:

Albert P. Kelleher
(NAME)

56 Rosedown Blvd. De
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Deary Florida 32713
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Albert P. Kelleher
(SIGNATURE)

8-11-98
(DATE)