

Morse,  
Berman &  
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*Professional Association*

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October 23, 1998

Department of State  
Division of Corporations  
P.O. Box 327  
Tallahassee, Florida 32314

RE : Bednar Trucking, Inc.

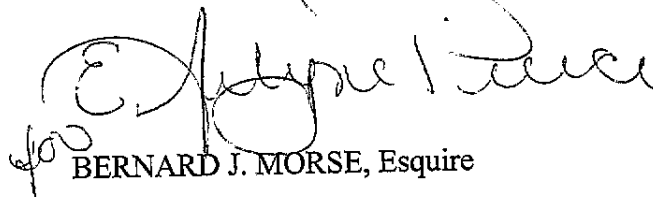
Dear Sir or Madam:

Enclosed herewith please find two copies of the Articles of Incorporation and the original Consent to Serve as Registered Agent for Bednar Trucking Company, Inc., also enclosed a check in the amount of \$122.50 for the filing of the above corporation.

Should you have any questions, please feel free to contact me.

Sincerely,

MORSE, BERMAN, & GOMEZ, P.A.

  
for BERNARD J. MORSE, Esquire

(Signed in Attorney's Absence to Avoid Delay in Mailing)

BJM/ap

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F. CHESSE

OCT 27 1998

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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\*\*\*122.50 \*\*\*\*\*78.75

ARTICLES OF INCORPORATION  
OF  
BEDNAR TRUCKING COMPANY, INC.

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DIVISION OF CORPORATIONS  
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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be BEDNAR TRUCKING COMPANY, INC..

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any on time is 100 shares. All such shares shall be of a single class, designated as common.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have

unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

#### ARTICLE V

The corporation elects to have preemptive rights.

#### ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of 5 directors whose name and addresses are as follows:

Joseph Bednar Jr.  
6439 woodsman Dr.  
Zephyrhills, Fl. 33544

Theresa Bednar  
6439 Woodsman Dr.  
Zephyrhills, Fl. 33544

Charlotte Bednar  
6439 Woodsman Dr.  
Zephyrhills, Fl. 33544

Eric Bednar  
Foamflower Dr.  
Wesley Chapel, Fl. 33544

Sheila Lowe  
26234 Brahma Drive  
Wesley Chapel, FL. 33544

ARTICLE X

The initial registered agent of the corporation is Joseph Bednar Jr.. The street address of the corporation's initial registered office is 6439 Woodsman Dr., Zephyrhills, Fl. 33544.

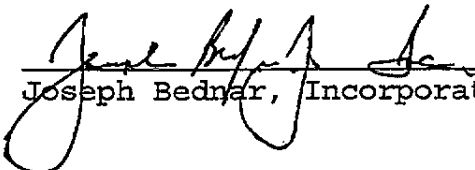
ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 6439 Woodsman Dr., Zephyrhills, Fl. 33544

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Joseph Bednar, Jr. 6439 Woodsman Dr., Zephyrhills, Fl. 33544

The undersigned incorporator has executed these Articles of Incorporation this 9 day of October, 1998.

  
\_\_\_\_\_  
Joseph Bednar, Incorporator

STATE OF FLORIDA  
COUNTY OF PASCO

SWORN TO AND SUBSCRIBED before me, an officer duly authorized to take acknowledgments on this 22<sup>nd</sup> day of October, 1998, personally appeared, Joe Bednar, Jr., who is personally known to me or who produced an Florida Driver's License as I.D. and who did take an oath.

I.D. No. 335648138228

*Joe Bednar, Jr.*

*William Calderazzo*  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA



WILLIAM CALDERAZZO  
COMMISSION # CC 505099  
EXPIRES NOV 22, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

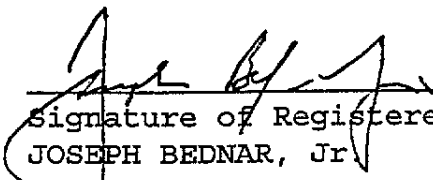


WILLIAM CALDERAZZO  
COMMISSION # CC 505099  
EXPIRES NOV 22, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

CONSENT TO SERVE AS REGISTERED AGENT  
FOR  
BEDNAR TRUCKING COMPANY, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date:

  
\_\_\_\_\_  
Signature of Registered Agent  
JOSEPH BEDNAR, Jr.  
6439 Woodsman Dr.,  
Zephyrhills, Fl. 33544

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DIVISION OF CORPORATIONS  
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