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November 18, 1998

State of Florida
Department of State
Corporate Division
The Capital
Tallahassee, Fla. 32301

700002698227-5
-11/30/98-01138-012
***122.50 ***78.75

Re.: Chaney Express, INC. FLORIDA CORPORATION

Gentlemen:

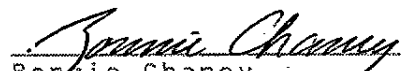
Enclosed is an original and one copy of the Articles of Incorporation for the above corporation. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50.

\$35.00 Filing Fee
35.00 Certificate designation
registered agent
52.50 Certified copy
\$122.50

Kindly give this matter your attention.

Very truly yours,


Bonnie Chaney
Chaney Express, Inc.

FILED
98 NOV 30 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC - 4 1998
P Hall


ARTICLES OF INCORPORATION
OF
CHANEY EXPRESS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is CHANEY EXPRESS, INC.
with a principal office and mailing address of 150 NW 127TH CT,
Ocala, Florida 34482.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the
date of the filing of this 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 - AUTHORITY OF DIRECTORS

The board, subject to any specific written limitations or
restrictions imposed by the law or by these Articles of
Incorporation (articles), shall direct the carrying out of the
purposes and exercise the powers of the corporation without
previous authorization or subsequent approval by the shareholders
of the corporation.

ARTICLE V - CAPITAL STOCK

V-1 STOCK CERTIFICATES. Certificates of stock shall be signed by
the President or the Vice President, jointly with the Secretary,
and the seal of the corporation shall be impressed thereon.

V-2 NUMBER OF AUTHORIZED SHARES.

There must be two classes of common stock: voting and non voting.

The aggregate number of shares that the corporation shall have the authority to issue is 5,000 shares, with \$1.00 par value of voting stock and the authority to issue 5,000 shares, with \$1.00 par value of non voting stock.

ARTICLE VI - PRE - EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rate 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 address of the initial register office of this corporation is 150 NW 127TH CT, Ocala, Fl. 34482 and the name of the initial registered agent at such address is BONNIE CHANEY.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

ARTICLE VIII - 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 ten. The name and address of the initial Board of Directors is:

Name	Address
BONNIE CHANEY	150 NW 127TH CT, OCALA, FLORIDA 34482
WOLFORD M. CHANEY	150 NW 127TH CT, OCALA, FLORIDA 34482

ARTICLE IX - INCORPORATORS

The name and address of the Incorporator signing these articles is:

Name	Address
BONNIE CHANEY	150 NW 127TH CT, OCALA, FLORIDA 34482
WOLFORD M. CHANEY	150 NW 127TH CT, OCALA, FLORIDA 34482

ARTICLE X - INDEMNIFICATION

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

ARTICLE XI - 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 Incorporators has executed these Articles of Incorporation on the 24th day of November, 1998.

Bonnie Chaney
BONNIE CHANEY

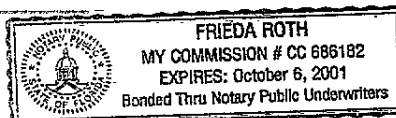
Wolford M. Chaney
WOLFORD M. CHANEY

STATE OF FLORIDA, COUNTY OF MARION

Before me, a Notary Public personally appeared BONNIE CHANEY and WOLFORD M. CHANEY to me well known and known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said Articles of Incorporation for the purpose therein expressed.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above this 24th day of November, 1998.

Frieda Roth
Notary Public Frieda Roth
State of Florida
My commission expires:



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98 NOV 30 PM 12:51

REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

In compliance with Section 607.023 Florida Statutes, the
following is submitted:

FIRST, that CHANEY EXPRESS, INC., a Florida corporation
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at Ocala, Marion
County, Florida, has named BONNIE CHANEY, with his principal
place of residence at 150 NW 127TH CT, OCALA, FLORIDA 34482
as its agent to accept service of process within Florida.

Dated: 11/24/98

Bonnie Chaney
PRESIDENT

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

Bonnie Chaney
BONNIE CHANEY
REGISTER AGENT