

LAW OFFICES OF
DAVID R. GRACE

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December 18, 1998

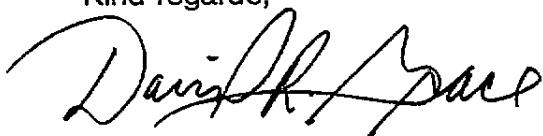
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed is our check in the amount of \$122.50 along with the Articles of Incorporation for Family Transport, Inc.. Please forward a certified copy of these Articles and the original charter to the address listed above.

Your assistance in this matter is appreciated.

Kind regards,



DAVID R. GRACE

DRG:njl

Enclosures

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
FAMILY TRANSPORT, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is FAMILY TRANSPORT, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

Commencement of Corporate Existence

The corporate existence of FAMILY TRANSPORT, INC. shall commence upon the date of the subscription and acknowledgment of these Articles of Incorporation pursuant to Florida Statute 607.0203.

ARTICLE IV

Purpose

The purpose or purposes for which FAMILY TRANSPORT, INC. is organized are to engage in providing auto transport services, general business and to do everything necessary, proper, advisable, or convenient for the accomplishment of said purposes, and to do all other things incidental to them or connected with them that are not forbidden by the Florida Corporation Laws or by any other law, or by these Articles of Incorporation, and to carry out the said purposes in any state, territory, district or possession of the United States, or any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country.

ARTICLE V

Authorized Shares

1. The aggregate number of shares that the corporation shall have the authority to issue is 7,500 authorized shares of capital stock with \$1.00 par value.

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2. An Initial Issue of 1000 shares of the capital stock of the corporation shall be issued for cash at an initial price of \$1.00.

3. Stated Capital. The sum of the par value of all shares of capital stock of the corporation that had been issued shall be the stated capital of the corporation at any particular time.

4. Dividends. The holders of the outstanding capital stocks shall be entitled to receive, when and as declared by the shareholders, dividends payable either in cash, and property, or in shares of the capital stock of the corporation.

5. The shares of the corporation do not have to be divided into classes.

6. The corporation is not authorized to issue shares in series.

ARTICLE VI

Registered Agent

The name of the initial registered agent at such address is James Wesley Llewellyn, and the initial street address in Florida of the initial registered agent of the corporation is 3036 Foxhill Circle, #205, Apopka, Florida 32703.

ARTICLE VII

Principal Office and Mailing Address

The principal office of the corporation is located at 2602 Ocoee Apopka Road, Apopka, Florida 34761 and the mailing address of the principal office of the corporation is 9048 Via Palma Ceia, Apopka, Florida 32703.

ARTICLE VIII

Board of Directors

1. The initial Board of Directors shall consist of two directors, who need not be residents of the State of Florida or shareholders of the corporation.

2. The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors have been elected and qualified, are as follows:

James Wesley Llewellyn
3036 Foxhill Circle, #205
Apopka, Florida 32703

Catherine Michele Crabtree
9408 Via Palma Ceia
Apopka, Florida 32703

Mary Alice Riley
9408 Via Palma Ceia
Apopka, Florida 32703

ARTICLE IX

Initial Officers

The names and addresses of the initial officers of the corporation are:

James Wesley Llewellyn, President
3036 Foxhill Circle, #205
Apopka, Florida 32703

Catherine Michele Crabtree, Vice President
9408 Via Palma Ceia
Apopka, Florida 32703

Mary Alice Riley, Secretary, Treasurer
9408 Via Palma Ceia
Apopka, Florida 32703

ARTICLE X

Incorporators

The name and address of the initial incorporator of FAMILY TRANSPORT, INC. is as follows:

James Wesley Llewellyn
3036 Foxhill Circle, #205
Apopka, Florida 32703

ARTICLE XI

Shareholder Action

Majority vote of the stockholders of the corporation shall be required for any shareholder action.

ARTICLE XII

Amendment of Articles Incorporation

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles Incorporation when proposed and approved at a stockholders meeting, with a vote of a majority of the stockholders of the corporation.

ARTICLE XIII

Preemptive Rights

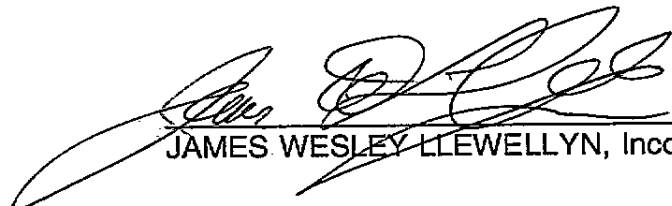
The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the board of directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services, from time to time, and in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE XIV

Cumulative Voting

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares, to distribute them among as many candidates as they may wish. Notice must be given by any shareholder to the president or vice-president of said corporation not less than 24 hours prior to the time set for the holding of the shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation on this 18 day of December, 1998.


JAMES WESLEY LLEWELLYN, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 18th day of December

____, 1998 by JAMES WESLEY LLEWELLYN, ____ who is personally known to me X
who has produced a driver's license as identification and who did take an oath.

Natalie J. Logan
NOTARY PUBLIC
My Commission Expires:



DESIGNATION AND ACCEPTANCE OF
REGISTERED AGENT FOR
FAMILY TRANSPORT, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted

1. That FAMILY TRANSPORT, INC. desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business in Apopka, has named James Wesley Llewellyn at 3036 Foxhill Circle, #205, Apopka, Florida 32703 as its agent to accept service of process within Florida.

Date:

12/18/98


Incorporator

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

Date:

12/18/98


JAMES WESLEY LLEWELLYN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA