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SCOTT H. LUTWAK, C.P.A.
Certified Public Accountant
1191 E. NEWPORT CENTER DRIVE - SUITE 208
DEERFIELD BEACH, FL 33442
(954) 426-4480

January 11, 1999

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-01/19/99--01091--018
*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
99 JAN 19 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed herewith please find the following:

1. Articles of Dissolution of Tim's Trucking & Transfer Co., Inc.
2. Check payable to Dept. of State for \$35.
3. Notarized affidavit, signed by Timothy V. Shea, granting Dave Kayfus the right to use the name of "Tim's Trucking & Transfer Co., Inc."
4. Articles of Incorporation for the new Tim's Trucking & Transfer Co., Inc.
5. Check payable to the Dept. of State for \$78.75.

Please be advised that Timothy V. Shea wishes to dissolve his corporation and simultaneously allow Dave Kayfus to incorporate under the same name.

Please do not hesitate to contact me should you have any questions.

Sincerely,

Scott H. Lutwak

SHL/gg
Enc.

BC 1/25

To Whom It May Concern:

I, Timothy V. Shea, president and sole shareholder of Tim's Trucking & Transfer Co., Inc. hereby attest that I do not intend to reinstate or revoke the voluntary dissolution authorized to be effective December 31, 1998.

Additionally, I hereby give Dave Kayfus my consent to use the name of Tim's Trucking and Transfer Co., Inc.

Timothy V. Shea
Timothy V. Shea

1-13-99
Date

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99 JAN 19 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

John Owen Shields, Jr.
NOTARY PUBLIC
STATE OF FLORIDA
JOHN OWEN SHIELDS, JR.
COMMISSION # CC 454180
EXPIRES MAY 9, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

ARTICLES OF INCORPORATION
OF
TIM'S TRUCKING & TRANSFER CO., INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The Name of the corporation shall be:

TIM'S TRUCKING & TRANSFER CO., INC.

The address of the principal office of this corporation shall be 711 S.W. 22nd Terrace, Boynton Beach, Florida, 33435, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

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TALLAHASSEE, FLORIDA

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1191 East Newport Center Drive, Suite 208, Deerfield Beach, Florida, 33442, and the name of the initial registered agent of the corporation at that address is Scott H. Lutwak, C.P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

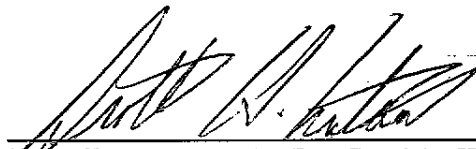
David M. Kayfus, Sr.
711 S.W. 22nd Terrace
Boynton Beach, FL 33435

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation: _____

Scott H. Lutwak
1191 E. Newport Center Drive
Suite 208
Deerfield Beach, FL 33442

The undersigned incorporator has executed these
Articles of Incorporation on January 14, 1999.

A handwritten signature in dark ink, appearing to read "Scott H. Lutwak", is written over a horizontal line.

Its Incorporator, Scott H. Lutwak

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Scott H. Lutwak, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of: _____

TIM'S TRUCKING & TRANSFER CO., INC.

Scott H. Lutwak is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____

Typed Name: Scott H. Lutwak

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TALLAHASSEE, FLORIDA