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BONDURANT AND FUQUA, P.A.
ATTORNEYS AT LAW
4450 LAFAYETTE STREET
POST OFFICE BOX 1508
MARIANNA, FLORIDA 32447

FRANK E. BONDURANT
H. MATTHEW FUQUA
J. SHAD REDMON

TELEPHONE: (850) 526-2263
FACSIMILE: (850) 526-5947

January 25, 1999

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-01/28/99--01060--006
****122.50 *****78.75

Corporate Records Bureau
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Bodiford Trucking, Inc.

Gentlemen:

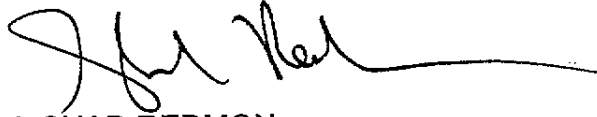
Enclosed please find the original and one copy of the Articles of Incorporation for Bodiford Trucking, Inc., which includes designation of resident agent. You will also find enclosed our firm check made payable to you in the amount of \$122.50 to cover the following costs:

Filing Fee	\$35.00
Certified Copy	52.50
Designation of Resident Agent	<u>35.00</u>
TOTAL	<u>\$122.50</u>

Your prompt attention in this regard will be greatly appreciated.

Sincerely,


BONDURANT AND FUQUA, P.A.


J. SHAD REDMON

JSR/jhb

Enclosures: as stated

FILED
99 JAN 28 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 1 1999


ARTICLES OF INCORPORATION

OF

BODIFORD TRUCKING, INC.

FILED
99 JAN 28 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is BODIFORD TRUCKING, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI

The initial post office address of the initial principal office of this corporation in the State of Florida is Route 2, Box 33-A, Altha, Florida 32421. The name of the initial registered Resident Agent in the State of Florida is J. Shad Redmon, whose address is 4450 Lafayette Street, Marianna, Florida 32446. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII

DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted

by the stockholders, but shall never be less than one (1).

ARTICLE VIII

INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jason L. Bodiford	Route 2, Box 33-A Altha, Florida 32421
C. C. Bodiford, Jr.	Route 2, Box 33 Altha, Florida 32421

ARTICLE IX

SUBSCRIBERS

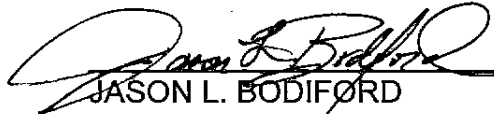
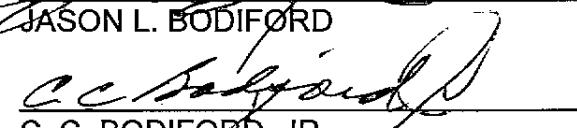
The names and post office addresses of the subscribers to these Articles of Incorporation, the number of shares each agrees to take, and the value or consideration therefore, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CONSIDERATION</u>	<u>SHARES</u>
Jason L. Bodiford	Route 2, Box 33-A Altha, Florida 32421	\$250.00	250
C. C. Bodiford, Jr.,	Route 2, Box 33 Altha, Florida 32421	\$250.00	250

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders' meeting by majority of the stock then entitled to vote thereon, unless the directors and the

stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

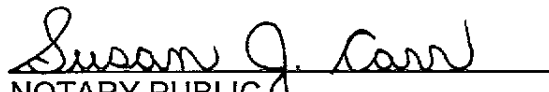

JASON L. BODIFORD

C. C. BODIFORD, JR.

STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that before me, the undersigned authority,
personally appeared JASON L. BODIFORD, personally known to me, who did
not take an oath, known to be the person described in and who executed the
foregoing Articles of Incorporation as SUBSCRIBERS, and he acknowledged
before me that he subscribed to those Articles of Incorporation.

WITNESS my Hand and Official Seal this the 21 day of January,
1999.




NOTARY PUBLIC
State of FLORIDA at Large
My Commission Expires:

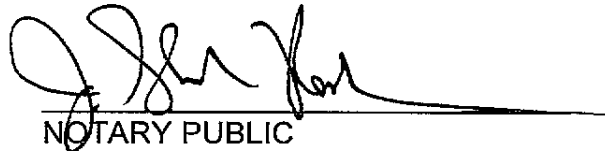
STATE OF FLORIDA
COUNTY OF JACKSON

I HEREBY CERTIFY that before me, the undersigned authority,
personally appeared C. C. BODIFORD, JR., personally known to me, who did
not take an oath, known to be the person described in and who executed the
foregoing Articles of Incorporation as SUBSCRIBERS, and he acknowledged

before me that he subscribed to those Articles of Incorporation.

WITNESS my Hand and Official Seal this the 22 day of January,

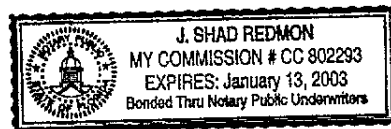
1999.



NOTARY PUBLIC
State of FLORIDA at Large
My Commission Expires:

THIS INSTRUMENT PREPARED BY:

J. Shad Redmon
BONDURANT AND FUQUA, P.A.
4450 Lafayette Street
Post Office Box 1508
Marianna, Florida 32447
(850) 526-2263
FLORIDA BAR NO. 0108073

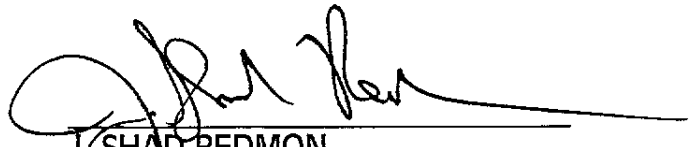


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, **FLORIDA STATUTES**, the following is submitted, in compliance with said Act:

FIRST - That BODIFORD TRUCKING, INC., desiring to organized under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Altha, Calhoun County, Florida, has named J. SHAD REDMON, whose address is 4450 Lafayette Street, Marianna, Florida 32446, as its agent to accept service of process within this State.

SECOND - 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 further agree to comply with the provisions of said Act relative to keeping open said office.


J. SHAD REDMON
Registered Agent

FILED
99 JAN 28 PM 12:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA