

P99000083412

TRANSMITTAL LETTER

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

500002988615-2
-09/16/99--01025--008
*****70.00 *****70.00

Subject: D & N Transportation Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 70.00.

From: Douglas E. McPherson
1915 Grande Isle Circle, Apt 611A
Orlando, FL 32810
~~407-325-5097~~
407-660-0446

FILED
99 SEP 16 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TS 9/21/99

**CERTIFICATE OF INCORPORATION
OF
D & N TRANSPORTATION INC.**

THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is D & N Transportation Inc.

**SECOND
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 1915 Grande Isle Circle, Apt 611A, Orlando, FL 32810. The mailing address of the registered office is 1915 Grande Isle Circle, Apt 611A, Orlando, FL 32810 and the name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Douglas E. McPherson, 1915 Grande Isle Circle, Apt 611A, Orlando, FL 32810.

**FOURTH
PURPOSE**

The purpose of the Corporation is to engage in all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

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**FIFTH
SHARES**

The total authorized capital stock of the Corporation is One Thousand (1,000) shares having a Par Value of \$0.01. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

Douglas E. McPherson
1915 Grande Isle Circle, Apt 611A
Orlando, FL 32810

Norma McPherson
1915 Grande Isle Circle, Apt 611A
Orlando, FL 32810

**SEVENTH
DIRECTORS**

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Douglas E. McPherson
1915 Grande Isle Circle, Apt 611A
Orlando, FL 32810

Norma McPherson
1915 Grande Isle Circle, Apt 611A
Orlando, FL 32810

**EIGHTH
INDEMNITY**

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach

is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

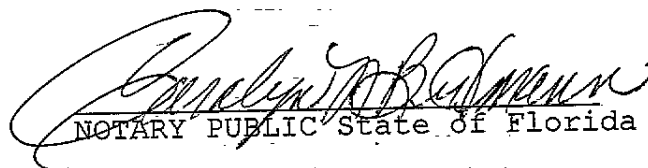
The effective date of this Certificate of Incorporation shall be Sept. 13, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of Sept 13, 1999.

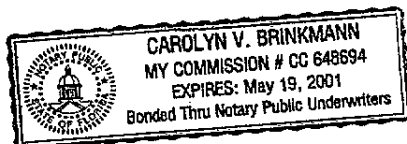

(Incorporator)

STATE OF FLORIDA)
COUNTY OF)

The foregoing Articles of Incorporation were acknowledged before me, this 13 day of Sept., 1999.


NOTARY PUBLIC State of Florida

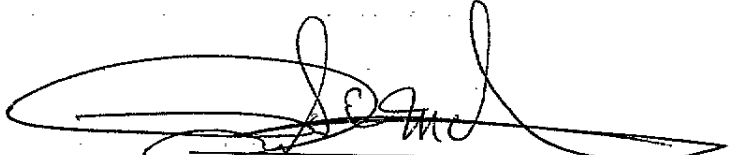
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned, Douglas E. McPherson, being appointed in the following Articles of Incorporation as the Registered Agent for D & N Transportation Inc., accepts the appointment as registered agent for said corporation this 13 day of Sept., 1999.

9/13/99
Date


Name

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TALLAHASSEE, FLORIDA