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ROBIN A. LLOYD, SR. & ASSOCIATES, P.A.

ATTORNEYS AND COUNSELORS

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October 28, 1999

* MASTER OF LAWS IN TAXATION
** MASTER OF BUSINESS ADMINISTRATION

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200003030372--9
-11/01/99-01071--001
*****78.75 *****78.75

Re: Swift International Enterprises, Inc.(FL)

Gentlemen:

Enclosed please find the Articles of Incorporation for Swift International Enterprises, Inc.(FL), for filing with the Department of State, as well as the filing fee of \$78.75. Please return the enclosed copy stamped filed in the envelope provided.

Thank you in advance for your prompt attention to this matter.

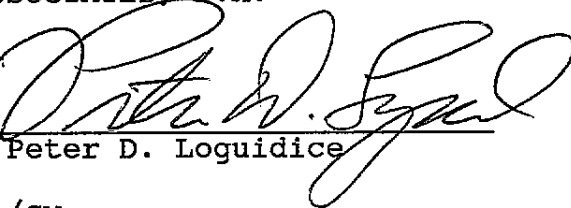
If you have any questions, please feel free to give me a call.

Kindest regards.

Very truly yours,

ROBIN A. LLOYD, SR. &
ASSOCIATES, P.A.

By


Peter D. Loguidice

PDL/cw
Enc.

cc: Mr. Glenn R. Swift

FILED
99 NOV -1 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SWIFT INTERNATIONAL ENTERPRISES, INC.(FL)

FILED
99 NOV -1 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

Article I
Name and Address of Corporation

The name of the corporation shall be Swift International Enterprises, Inc.(FL). The principal office address of the corporation is 24 Sea Horse Lane, Vero Beach, Florida 32960.

Article II
Purpose of Business

The corporation is organized for the purpose of engaging in any activity permitted under the laws of the United States or of this State.

Article III
Capital Stock

The capital stock of this corporation shall consist of 100 shares of common stock of \$1.00 par value, fully paid and non-assessable. The whole or part of the capital stock of this corporation may be paid for in lawful money of the United States of America or in property, labor or services as a just valuation to be fixed by the Directors.

Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 24 Sea Horse Lane, Vero Beach, Florida 32960 and the name of the initial registered agent of this corporation at that address is Glenn R. Swift.

Article V
Initial Board of Directors

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The names and addresses of the initial Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Glenn R. Swift	24 Sea Horse Lane Vero Beach, Florida 32960

Article VI
Incorporator

The name and address of the person signing these
Articles is:

<u>Name</u>	<u>Address</u>
Glenn R. Swift	24 Sea Horse Lane Vero Beach, Florida 32960

IN WITNESS WHEREOF, I have made and subscribed these
Articles this 28th day of October, 1999.


_____(SEAL)
Glenn R. Swift

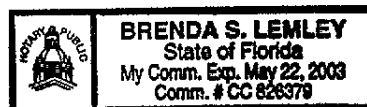
STATE OF FLORIDA :
:ss.
COUNTY OF INDIAN RIVER:

I HEREBY CERTIFY that on the 28th day of October, 1999,
personally appeared before me, Glenn R. Swift, who provided his
driver's license as proof of identification and took an oath,
and he acknowledged before me that he executed the foregoing
Articles of Incorporation for the uses and purposes therein
expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal in said County and State the day and year first
above written.



Notary Public, State of Florida
My commission expires:



ACKNOWLEDGEMENT AND ACCEPTANCE OF
AGENT OF SERVICE OF PROCESS

The undersigned, Glenn R. Swift, with his principal place of business at 24 Sea Horse Lane, Vero Beach, Florida 32960, hereby acknowledges and accepts the duties of registered agent for the aforementioned corporation as enumerated in Florida Statute 607.0501.


_____(SEAL)
Glenn R. Swift

Dated: October 28, 1999

FILED
99 NOV - 1 AM 8:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA