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Law Offices Of

A. DEAN HOOLIHAN, P.A.

Civil Litigation
Corporate & Business Law
Marital & Family Law

2790 Sunset Point Road
Clearwater, FL 33759
Telephone: (727) 796-1201
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Real Estate Law
Personal Injury & Wrongful Death
Wills, Trusts & Probate

November 17, 1999

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

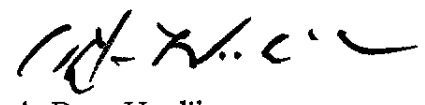
Re: Articles of Incorporation for J & L Transportation, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for the above referenced corporation along with a check in the amount of \$78.75 for filing. Please return a certified copy of the Articles of Incorporation at your earliest convenience.

If you have any questions or problems, do not hesitate to contact our office.

Sincerely,



A. Dean Hoolihan

ADH:jmh

Enclosures

cc: Ms. Margaret L. Leach

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F. GREGG NOV 22 1999

A. GREGG DEC 2 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 23, 1999

A DEAN HOOLIHAN ESQUIRE
2790 SUNSET POINT ROAD
CLEARWATER, FL 33759

SUBJECT: J & L TRANSPORTATION, INC.
Ref. Number: W99000026976

We have received your document for J & L TRANSPORTATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 699A00056088

ARTICLES OF INCORPORATION
OF
ZBT TRANSPORTATION, INC.

ARTICLE I
NAME

The name of this Corporation is ZBT TRANSPORTATION, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation and mailing address is:

19012 Callaway Court
Tampa, FL 33647

ARTICLE III
TERM

The term of existence of this Corporation is perpetual.

ARTICLE IV
PURPOSE

This Corporation is organized to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE V
CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI
DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation, who shall serve until their

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TALLAHASSEE, FLORIDA

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Articles of Incorporation of:
ZBT Transportation, Inc.

successors are elected and have qualified or until removed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert J. Leach	19012 Callaway Court Tampa, FL 33647
Margaret L. Leach	19012 Callaway Court Tampa, FL 33647

**ARTICLE VII
OFFICERS**

The affairs of this Corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the shareholders, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors, are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Robert J. Leach	19012 Callaway Court Tampa, FL 33647
Vice-President	Margaret L. Leach	19012 Callaway Court Tampa, FL 33647

**ARTICLE VIII
REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

<u>REGISTERED AGENT</u>	<u>OFFICE OF CORPORATION</u>
Margaret L. Leach	19012 Callaway Court Tampa, FL 33647

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of this Corporation serving this Corporation at its request, shall be indemnified by this Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being of having been a Director or officer of this Corporation, or by reason of his serving or having

Articles of Incorporation of:
ZBT Transportation, Inc.

served this Corporation at its request, whether or not he is a Director or officer or is serving at the time such expenses or liabilities are incurred; provided that in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties and also in the event of a settlement, before entry of judgment, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of this Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X
BY-LAWS

The first By-Laws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XI
AMENDMENTS

Amendments to the Articles of Incorporation shall be first adopted in resolution form by majority vote of the Board of Directors, who shall direct in its proceedings that the proposed amendment be submitted to a vote of the shareholders either at an annual meeting or a special meeting called for that purpose. At the shareholders' meeting, the affirmative vote of the holders of a majority of shares entitled to vote shall be required for adoption of the proposed amendment.

ARTICLE XII
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

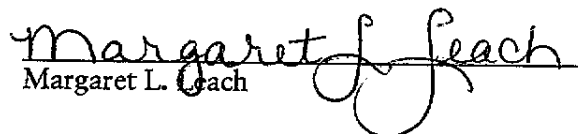
NAME

Margaret L. Leach

ADDRESS

19012 Callaway Court
Tampa, FL 33647

IN WITNESS WHEREOF, the Subscriber has hereunto affixed her signature on the 15
day of November, 1999.


Margaret L. Leach

Articles of Incorporation of:
ZBT Transportation, Inc.

**CERTIFICATE OF ACCEPTANCE OF REGISTERED
AGENT**

I, MARGARET L. LEACH, as Registered Agent for ZBT TRANSPORTATION, INC., do hereby agree to accept Service of Process on behalf of the Corporation, to keep my office located at 19012 Callaway Court, City of Tampa, County of Hillsborough, State of Florida, open during prescribed hours; and to post my name in some conspicuous place in the above-stated office as required by law.

DATED: November 15, 1999

Margaret Leach
Margaret L. Leach

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TALLAHASSEE, FLORIDA

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