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Karl A. Burgunder
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December 20, 1999

Oviedo Office:
800 Westwood Square, Suite A
Oviedo, FL 32765
(407) 366-8708
(407) 366-3555

REPLY TO: ORLANDO

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

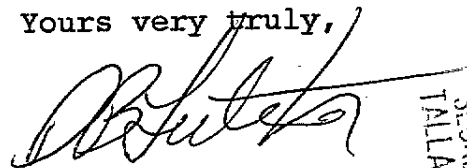
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*****245.00 *****78.75

Re: Carney Enterprises, Inc.

Dear Sir or Madame:

Please file the enclosed Articles of Incorporation and Acceptance of Designation as Registered Agent in this matter. Our check in the amount of \$122.50 is enclosed to cover your fee.

Yours very truly,



Dougald B. Leitch

DBL/cp

Enclosure

FILED
99 DEC 23 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BROWN DEC 30 1999

**ARTICLES OF INCORPORATION
OF
CARNEY ENTERPRISES, INC.**

FILED
99 DEC 23 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Laws of the State of Florida.

ARTICLE ONE: NAME

The name of this corporation is CARNEY ENTERPRISES, INC.

ARTICLE TWO: NATURE OF BUSINESS

This corporation is being formed for the purpose of providing transportation services for import, export, and domestic; and further to exercise all those powers granted by Law, including but not limited to the following:

To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation; To sue and be sued, complain, and defend in its corporate name in all actions or proceedings; To have a corporate seal which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed, or in any other manner reproduced; To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated; To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets; To lend money to, and use its credit to assist

its officers and employees in accordance with Section 607.141, Florida Statutes; To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interest in, or obligations of other domestic or foreign corporations associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof; To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income; To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; To conduct its business, carry on its operations, and have offices and exercise the powers granted by Section 607.011, Florida Statutes within or without this State; To elect or appoint officers and agents of the corporation and define their duties and fix their compensation; To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of this State, for the administration and regulation of the affairs of the corporation; To make donations for the public welfare or for charitable, scientific, or educational purposes; To transact any lawful business which the board of directors shall find will be in aid of governmental policy; To pay pensions and establish and carry out pension plans, profit sharing plans,

stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees, and any or all of the directors, officers, and employees of its subsidiaries; To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise; and To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE THREE: CAPITAL STOCK

The maximum number of shares of common stock this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares at a \$1.00 par value, fully paid and non-assessable.

ARTICLE FOUR: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.00.

ARTICLE FIVE: TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE SIX: ADDRESS

The initial principal office of this corporation is in the State of Florida at 31 South Main Street, Winter Garden, FL 34787. The Board of Directors may from time-to-time move the principal office to any other address in the State of Florida.

ARTICLE SEVEN: REGISTERED AGENT

The initial registered agent is DOUGALD B. LEITCH, ATTORNEY AT LAW, 3113 Lawton Road, Suite 225, Orlando, FL 32803.

ARTICLE EIGHT: DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or decreased from time-to-time, by By-Laws adopted by the Stockholders, but shall never be less than one (1) nor more than five (5).

ARTICLE NINE: INITIAL DIRECTORS

The name and address of each of the first Board of Directors are:

Edd Carney
31 South Main Street
Winter Garden, FL 34787

ARTICLE TEN: SUBSCRIBERS

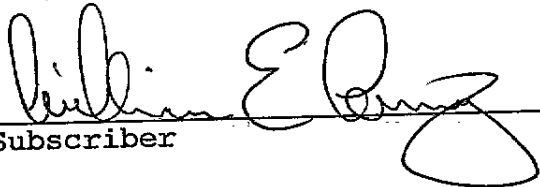
The name and address of each of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration therefore are:

Edd Carney	500 shares at \$1.00 each
31 South Main Street	
Winter Garden, FL 34787	

ARTICLE ELEVEN: 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 by them to the Stockholders, and approved at a Stockholder's meeting by a majority of the Stockholders entitled to vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED this 6th day of December, 1999.


Subscriber

STATE OF FLORIDA
COUNTY OF ORANGE

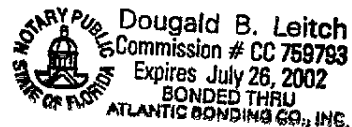
I HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County above-written to take acknowledgements, personally appeared EDD CARNEY, personally known to me or who provided _____ as identification, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my Hand and Official Seal in the State and County above-written this 6th day of December, 1999.


NOTARY PUBLIC - Signature

NOTARY PUBLIC - Printed Name

NOTARY PUBLIC - Printed Title



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF

CARNEY ENTERPRISES, INC.

I, DOUGALD B. LEITCH, ATTORNEY AT LAW, 3113 Lawton Road, Suite 225, Orlando, FL 32803, hereby accept the designation as Registered Agent for CARNEY ENTERPRISES, INC.

DATED this 6th day of December, 1999.


DOUGALD B. LEITCH

99 DEC 23 PM 1:29
FILED
CLERK OF STATE
TALLAHASSEE, FLORIDA