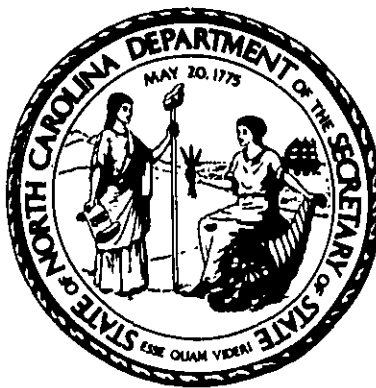


66

State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

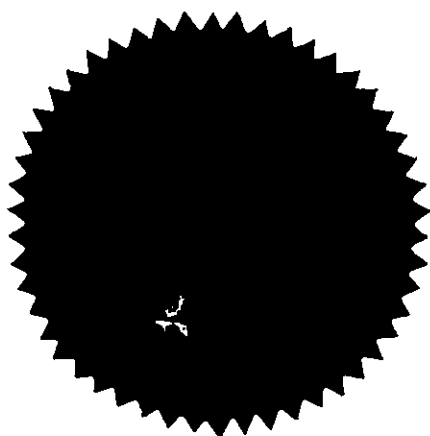
OF

B & F ENTERPRISES, INC.

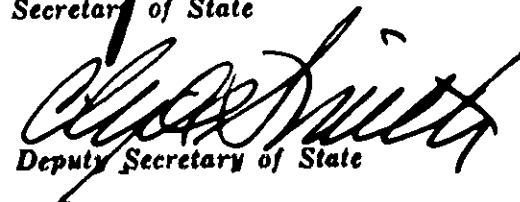
and the probates thereon, the original of which was filed in this office on the 6th day of September, 19 77, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 6th day of September in the year of our Lord 19 77.




Secretary of State

By 
Deputy Secretary of State

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SEP 6 10 24 AM '77 ARTICLES OF INCORPORATION

THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

OF

B & F ENTERPRISES, INC.

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under the laws of the State of North Carolina as contained in Chapter 55 of the General Statutes of North Carolina entitled "Business Corporation Act" and the several amendments thereto:

ARTICLE I

The name of the corporation is: B & F ENTERPRISES, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purposes for which the corporation is organized are:

- (a) To engage in the business of interstate transportation of property by motor vehicle and the leasing of equipment suitable for such a business.
- (b) To engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.

ARTICLE IV

The corporation shall have the authority to issue ONE HUNDRED THOUSAND (100,000) shares with a par value of ONE AND 00/100 DOLLARS (\$1.00) per share.

ARTICLE V

The minimum amount of consideration to be received by the corporation from its shares before it shall commence business is ONE HUNDRED AND 00/100 DOLLARS (\$100.00) in cash or property of equivalent value.

ARTICLE VI

The Shareholders of the corporation shall have no pre-emptive right to acquire additional or treasury shares of the corporation.

BOOK 1214P0371

ARTICLE VII

The address of the initial registered office of the corporation in the State of North Carolina is: 2622 Wachovia Building, Winston-Salem, Forsyth County, North Carolina; and the name of its initial registered agent at such address is: Lester R. Burnette, of Winston-Salem,

ARTICLE VIII

The number of directors constituting the initial Board of Directors shall be two (2); and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders or until their successors be elected and qualify are:

<u>NAME</u>	<u>ADDRESS</u>
LESTER R. BURNETTE	2622 Wachovia Building Winston-Salem North Carolina
JAMES FIELDS	2622 Wachovia Building Winston-Salem North Carolina

ARTICLE IX

The name and address of the Incorporator is:
ROBERT D. HINSHAW, 2622 Wachovia Building, Winston-Salem,
North Carolina, 27101.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal this the 30 day of August, 1977.

Robert D. Hinshaw (SEAL)
ROBERT D. HINSHAW
Incorporator

BOOK 1214P0372

NORTH CAROLINA
FORSYTH COUNTY

A C K N O W L E D G M E N T

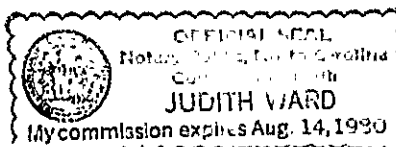
This is to certify that on the 30th day of August, 1977 before me a Notary Public, personally appeared ROBERT D. HINSHAW who I am satisfied is the person named in, and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the use and purpose therein expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal, this the 30th day of August, 1977.

Judith Ward
Notary Public

My Commission Expires:

August 14, 1980.



PRESENTED
REGISTERED FOR
REGISTRATION
AND RECORDED

SEP 8 3 32 PM '77

FOR
REGISTERED DEEDS
FORSYTH COUNTY, N.C.

LC #5.00 pd

BOOK 214P0373