DOC ID ----> 200002600675

	DATE	DOCUMENT NO	DESCRIPTION		FILING	EXPED	PENALTY	CERT	COPY
1.	1/27/2000	200002600675	ARF DOMESTIC ARTICLES/FOR PROFIT		85.00	10.00	0.00	0.00	0.00
				TOTAL	85.00	10.00	0.00	0.00	0.00

Return To:
HUNT, MILLICAN, DEVICTOR ET AL
5808 MONROE ST
PO BOX 370
SLYVANIA, OH 43560-0000

---cut along the dotted line---

The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

1128242

It is hereby certified that the Secretary of State of Ohio has custody of the business records for B AND K EXPRESS, INC. and that said business records show the filing and recording of:

Document(s)	*Document No(s):*
DOMESTIC ARTICLES/FOR PROFIT	*200002600675*

United States of America
State of Ohio
Office of the Secretary of State

THE SEAL OF THE SECRETARY OF STATE OF OHIO
WITH GOD ALL THINGS ARE POSSIBLE

Witness my hand and the seal of the Secretary of State at Columbus, Ohio, This 15th day of December, A.D. 1999

J. Kenneth Blackwell
Secretary of State

ARTICLES OF INCORPORATION
OF
B and K EXPRESS, INC.

The undersigned, a majority of whom are citizens of the United States desiring to form a corporation for profit under the General Corporation Act of Ohio, do hereby certify:

FIRST: The name of this corporation shall be **B and K EXPRESS, INC.**;

SECOND: The place in the State of Ohio where its principal office is located is **VILLAGE OF CURTICE, OTTAWA COUNTY, OHIO;**

THIRD: The general objects and purposes to be transacted, promoted and carried on by this corporation are as follows:

1. To maintain and operate a **GENERAL SERVICE BUSINESS** and to carry on any lawful business and related activities authorized and allowed by the General Corporation Laws of the State Of Ohio, Chapter 1701. of the Revised Code of Ohio and related Chapters and Sections;

2. In the furtherance, and not in limitation of the general powers conferred by the laws of the State of Ohio and the general objects and purposes of this corporation as heretofore set forth, it is expressly provided that this corporation shall also have the following powers, to wit:

a. **Acquire, Sell And Deal In Property:** To acquire by purchase, gift or otherwise, and hold in its own name, real property, tangible and intangible personal property, licenses, permits and any and all other legal property of any type and kind; To sell, mortgage, pledge and in any other manner deal in such property;

b. **Borrow And Issue Security:** To borrow money, issue, sell or pledge bonds, notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time, or times, or payable upon the happening of specified event or events, whether secured or unsecured by mortgage pledge or otherwise;

c. **Intangible Paper:** To purchase, acquire, guarantee, hold and dispense shares, bonds and other evidences of indebtedness or contracts of this or any corporation, domestic or foreign;

d. **Acquire And Sell Entities:** To acquire all or any part of the goodwill, rights, property and business of any corporation, association, firm partnership, trustee, syndicate, combination, organization, or other entity or individual domestic or foreign, hereafter engaged in any business, similar to the business of the corporation or otherwise, and to pay for the same in cash or in shares or obligations of the corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or part of the rights and property so acquired, and to assume in connection therewith any liability of such corporation, association, partnership, firm, trustee, syndicate, combination, individual, or other entity, domestic or foreign, and to conduct in the State of Ohio and/or in any other state, territory, locality or County, the whole or any part of the business thus acquired provided such business is not prohibited by the laws of the State of Ohio;

e. **Operation And Promotion Of Business:** To carry on any or all of its operations and business and to promote its objects within the State of Ohio, or elsewhere, without restriction as to place or amount;

f. **General Power:** To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this corporation, or any of them, to the same extent as natural persons lawfully might or could do in any part of the world insofar a such acts are permitted to be done by a corporation organized under Ohio Revised Code Chapter 1701. including the power to purchase, hold, sell and transfer shares of its own capital stock, bonds, and other obligations of this corporation from time to time to such extent and in such manner and upon such terms as its Board of Directors shall determine. In general to carry on any other lawful business whatsoever in connection with the foregoing which is calculated directly or indirectly to promote the interest of the corporation or to enhance the value of its property;

g. **<u>Purchase Of Own Shares:</u>** This corporation shall have the power to purchase its own shares either by action of its shareholders or Board of Directors;

h. **<u>Independent Powers:</u>** Each purpose specified in any clause or paragraph contained in this **ARTICLE THIRD** shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by reference to or inference from the terms of any other clause or paragraph of these Articles Of Incorporation;

i. **<u>Savings Clause:</u>** None of these sub-clauses or the objects therein specified or the powers thereby conferred shall be deemed subsidiary or auxiliary merely to the objects mentioned in the first paragraph of this **ARTICLE THIRD** of purposes, but the corporation shall have full power to exercise all or any of the powers conferred by any part of this statement of purposes, in any part of the world, and notwithstanding that the business, undertakings, property or acts proposed to be transacted, acquired, dealt with or performed, do not fall within the objects set forth in the first paragraph of this statement of purposes;

FOURTH: The maximum number of shares which the corporation is authorized to have outstanding is **SEVEN HUNDRED FIFTY (750)** Shares without par value.

Shares without par value may be issued pursuant to subscription taken by the incorporators for such amount of consideration as may be specified by the incorporators, and, after organization, shares without par value now or hereinafter authorized may be issued or agreed to be issued from time to time for such amount or amounts of consideration as may be fixed from time to time by the Board of Directors. The Board of Directors, in its discretion, may fix different amounts and/or kinds of consideration for the issuance of shares without par value, whether issued at the same or different times, and may determine that only a part or proportion of the amount or amounts of consideration which shall be received by the corporation shall be stated capital. Any and all shares without par value so issued, the consideration for which, as fixed by the incorporators or by the Board of Directors, has been paid, or delivered, shall be fully paid and nonassessable.

FIFTH: The amount of capital with which the corporation shall begin business is **SEVEN HUNDRED FIFTY ($ 750.00) DOLLARS.**

SIXTH: The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation to determine whether any, and if any, what part of its surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to the shareholders, and, without action by the shareholders to use and apply such surplus or any part thereof at any time or from time to time in the purchase or acquisition of shares of any class of this corporation to such extent or amount, or in such manner, and upon such terms as the Board of Directors shall deem expedient.

SEVENTH: No Director of the corporation shall be disqualified by reason of such office from dealing in or contracting with the corporation, as a vendor, lessor, purchaser or otherwise; nor shall any transaction or act of this corporation be void or voidable, or in any way affected or invalidated, by reason of the fact that any Director, or any firm of which any Director is a member, or any corporation of which any Director is a shareholder or director, is in any way interested in such transaction, contract or act, provided that the fact that such Director or such firm, or such corporation is so interested, shall be disclosed or shall be known to the Board of Directors, or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract, or transaction or act shall be taken; nor shall any director be liable to account to the corporation for any profits realized by and from, or through any such transaction or contract, or act of this corporation by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder or director, is interested in such transaction or contract, or act; and any such director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction or act, and may vote thereat to authorize any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder or director, were not interested in such transaction, contract or act.

EIGHTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law by the vote of the holders of a majority of the shares entitled to vote thereon.

IN WITNESS WHEREOF, I have hereunto set my hand December 4, 1999.

Isobel T. O'Brien

Isobel T. O'Brien, Incorporator

ORIGINAL APPOINTMENT OF AGENT

OF

B and K EXPRESS, INC.

The undersigned, being the sole incorporator of **B and K EXPRESS, INC.**, hereby appoints **Kevin Weller**, a natural person, resident in the County in which the Corporation has its principal office, upon whom any process, notice or demand required or permitted by Statute to be served upon this Corporation, may be served.

His complete address is **23137 West Reiman Road, Curtice, Ohio 43412**

Dated: December 4, 1999

B and K EXPRESS, INC.

By: Isobel J. O'Brien

Isobel T. O'Brien, Incorporator

CONSENT TO APPOINTMENT

B and K EXPRESS, INC.
23137 West Reiman Road
Curtice, Ohio 43412

Gentlemen:

I hereby accept appointment as agent of your Corporation upon whom process, tax notices, or any other notices or demands may be served.

Kevin Weller

Kevin Weller

DOC ID ----> 200002600675

HUNT, MILLICAN, DeVICTOR & O'BRIEN
ATTORNEYS AT LAW
5808 MONROE STREET
P.O. BOX 370
SYLVANIA, OHIO 43560
(419) 882-0518
FAX: (419) 882-4660

CHARLES N. HUNT
*PATRICK R. MILLICAN
**ISOBEL T. O'BRIEN

JOHN A. DeVICTOR, JR. (1926-1993)
HAROLD B. FETTERMAN (1905-1979)
*ALSO LICENSED IN MICHIGAN
**ALSO LICENSED IN MICHIGAN & COLORADO

BRANCH OFFICES
METAMORA, OHIO 43540
(419) 644-3791

December 17, 1999

SECRETARY OF THE STATE OF OHIO
STATE OFFICE TOWER, 14TH FLOOR
30 EAST BROAD STREET
COLUMBUS, OHIO 43216

RE: B AND K EXPRESS, INC.

Enclosed you will find Articles of Incorporation and Original Appointment of Agent for the aforementioned corporation for filing.

Also enclosed is my check in the amount of $95.00 for the corporation. **I AM HEREBY REQUESTING EXPEDITED SERVICE AND YOU ARE HEREBY AUTHORIZED TO CALL ME COLLECT AT (419) 882-0518 SHOULD THE NEED ARISE.**

Isobel T. O'Brien

ISOBEL T. O'BRIEN
ATTORNEY AT LAW

Enclosure