

*L 95000000884*

Akerman, Senterfitt  
 (Requestor's Name)

\_\_\_\_\_  
 (Address)

\_\_\_\_\_  
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

900001644339  
 -11/22/95--01082--003  
 \*\*\*\*285.00 \*\*\*\*285.00

900001644334  
 -11/22/95--01082--004  
 \*\*\*\*52.50 \*\*\*\*52.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Transmodal Freight Systems (Florida), L.C.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

Walk in     Pick up time     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILING # 250.00  
 R. AGENT 35.00  
 C. COPY 52.50  
 TOTAL \$237.50  
 N. BANK \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 REFUND \_\_\_\_\_

BROWN NOV 16 1995

Examiner's Initials

**ARTICLES OF ORGANIZATION  
OF  
TRANSMODAL FREIGHT SYSTEMS (FLORIDA), L.C.**

THE UNDERSIGNED hereby certifies that the members of the limited liability company formed hereby have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. I further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") shall be TRANSMODAL FREIGHT SYSTEMS (FLORIDA), L.C.

**ARTICLE II  
PURPOSES**

The general nature of the business or businesses to be transacted and which the Company is authorized to transact shall be as follows:

A. To engage in any activity or business authorized under the Florida statutes.

B. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the state of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

**ARTICLE III  
CAPITAL CONTRIBUTIONS**

Capital contributions in the aggregate amount of Forty Thousand Dollars (\$40,000) in cash shall be paid to the Company by

the four (4) initial members. Such amount shall be paid in proportion to such members' respective interests in the Company. Except as otherwise expressly provided in the Regulations of the Company, any other payment by the members in excess of the total contributions stated herein shall not be treated as a capital contribution to the Company.

**ARTICLE IV**  
**DURATION**

The Company shall exist until the earlier of the date not exceeding 40 years from the date of filing of the Articles of Organization with the Department of State or until dissolved in a manner provided by law, or as provided in the Regulations adopted by the Members, but in no event, will existence exceed 40 years from the date of filing these Articles of Organization with the Department of State.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The address of the Company's principal office shall be:

85 Orient Way  
Rutherford, NJ 07070

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND**  
**REGISTERED AGENT**

The name and address of the initial registered agent and the initial registered office of the Company in Florida is:

American Information Services, Inc.  
801 Brickell Avenue, 24th Floor  
Miami, Florida 33131

**ARTICLE VII**  
**TRANSFERABILITY OF MEMBER'S INTEREST;**  
**ADMISSION OF ADDITIONAL MEMBERS**

A member's interest in the Company shall not be transferred unless the transfer is approved by the members in accordance with the Company's Regulations.

Additional persons may be admitted as additional members of the Company in accordance with the Company's Regulations.

**ARTICLE VIII**  
**MANAGEMENT**

The business of the Company shall be managed by its members. The names and addresses of the managing members are as follows:

Michael Spano  
Michael Spano, Inc.  
Long Island, N.Y.

and

Max A. Kantzer  
Transmodal Associates, Inc.  
85 Orient Way  
Rutherford, N.J. 07070

**ARTICLE IX**  
**CONTINUATION OF BUSINESS OPERATIONS**

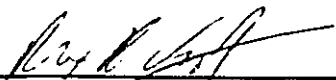
The Company may continue its business operations upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in a limited liability company only upon the unanimous approval of the remaining members.



AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of Transmodal Freight Systems (Florida), L.C. deposes and says:

1. The above named liability company has at least two members.
2. The total amount of cash contributed by the members is \$40,000.
3. No property other than cash is being contributed by members.
4. The total amount of cash or property anticipated to be contributed by members is \$40,000. This total includes amounts from 2 and 3 above.

  
 \_\_\_\_\_  
 Max A. Kantzer, a member of the above-named  
 limited liability company

(In accordance with § 608.408(1), Florida Statutes,  
 the execution of this Affidavit constitutes an  
 affirmation under the penalties of perjury  
 that the facts stated herein are true)

STATE OF NEW JERSEY )  
 ) ss:  
 COUNTY OF )

The foregoing instrument was acknowledged before me this 9<sup>th</sup>  
 day of November, 1995, by MAX A. KANTZER.

  
 \_\_\_\_\_  
 NOTARY PUBLIC

My Commission Expires:

Print Name \_\_\_\_\_ EILEEN M. VENTRILLA \_\_\_\_\_  
 A Notary Public of New Jersey  
 Commission No.: \_\_\_\_\_ My Commission Expires August 30 1998

[NOTARIAL SEAL]

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS 10<sup>th</sup> DAY OF November, 1995.

AMERICAN INFORMATION SERVICES, INC.

By: *Deborah McDaniel*

[MRB.TRANSMODAL]002