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12-20-95 15:29

GEIGER, KASDIN, HELLER & KUPERSTEIN

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12/20/95 FLORIDA DIVISION OF CORPORATIONS 10:23 AM

((H95000014212)) PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS DEPARTMENT OF STATE STATE OF FLORIDA 409 EAST GAINES STREET TALLAHASSEE, FL 32399 FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, 1428 BRICKELL AVE 6TH FLOOR MIAMI FL 33131-

FAX: (904) 922-4000 CONTACT: BEVERLY O RIEDY PHONE: (305) 372-5000 FAX: (305) 372-0052 DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: TRANSPORT MANAGEMENT ASSOCIATES, L.C. FAX AUDIT NUMBER: H95000014212 DATE REQUESTED: 12/20/1995 CERTIFIED COPIES: 1 NUMBER OF PAGES: 5 ESTIMATED CHARGE: \$337.50 CURRENT STATUS: REQUESTED TIME REQUESTED: 10:23:05 CERTIFICATE OF STATUS: 0 METHOD OF DELIVERY: FAX ACCOUNT NUMBER: 076030000723

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((H95000014212)) ** ENTER 'M' FOR MENU. ** ENTER SELECTION AND <CR>: Alt-Z FOR HELP VT102 FDX 9600 E71 LOG CLOSED PRINT OFF

12/20/95 FLORIDA DIVISION OF CORPORATIONS 10:23 AM

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SECRETARY OF STATE TALLAHASSEE FLORIDA 95 DEC 20 PM 6:47 FILED

12/21/95

RECEIVED 22:04 PM 12/20/95

FA#: H95-14212

ARTICLES OF ORGANIZATION
OF
TRANSPORT MANAGEMENT ASSOCIATES, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

FILED
 95 DEC 20 PM 6:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is TRANSPORT MANAGEMENT ASSOCIATES, L.C. (the "Company").
2. PERIOD OF DURATION. The period of duration of the Company shall be from the date of filing until the first to occur of the following: (a) December 31, 2030; or (b) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.
3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company

Keith J. Blum, Esq
 Geiger, Kasdin, Heller, Kuperstein,
 Chames & Weil, P.A.
 1428 Brickell Avenue, 6th Floor
 Miami, Florida 33131
 Telephone: (305) 372-5000
 Facsimile: (305) 372-0052
 Florida Bar Number: 0879185

FA#: H95-14212

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shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office of the Company is 210 N. 32nd Avenue, Hollywood, Florida 33021. The mailing address of the Company is 2800 N. Tryon Street, Charlotte, North Carolina 28206.

5. REGISTERED AGENT. The name and address of the initial registered agent in Florida for the Company is: Robert S. Geiger, 1428 Brickell Avenue, 6th Floor, Miami, Florida, 33131.

6. ADDITIONAL MEMBERS. Members may admit additional members upon unanimous agreement of the then existing members.

7. CONTINUITY OF BUSINESS. 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 the Company, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of remaining members owning a majority-in-interest of the profits interests and of the capital interests of the Company.

8. MANAGEMENT. The Company shall be managed by a manager, as further provided in the Regulations of the Company. Except as authorized by the manager, no member

FA#: H95-14212

SENT BY:

12-20-95 : 15:50 :

GEIGER KASDIN -

12/4/95

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is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The names and addresses manager is as follows:

Charles J. Burgess
210 N. 32nd Avenue
Hollywood, Florida 33021

Executed at Miami, Dade County, Florida on the 20th day of December, 1995.

TRADE MANAGEMENT ASSOCIATES, L.C.

By: 

Keith S. Blum,
Authorized Representative

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

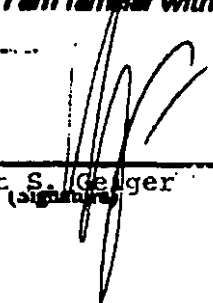
1. The name of the limited liability company is: _____
Transport Management Associates, L.C.

2. The name and address of the registered agent and office is:

Robert S. Geiger
(Name)
1428 Brickell Avenue, 6th Floor
(P.O. Box not acceptable)
Miami, Florida 33131
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Robert S. Geiger
(Signature)

December 20, 1995
(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

FA#: H95-14212

SENT BY:

12-20-95 : 15:50 :

GEIGER KASDIN -

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FA#: H95-14212

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Transport Management Associates, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 100.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 100.. This total includes amounts from 2 and 3 above.

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TALLAHASSEE, FLORIDA

Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

Keith J. Blum
Authorized Representative

FILING FEE: \$ 250 for Articles of Organization and Affidavit

FA#: H95-14212

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

96 MAR 26 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE \$ 238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1 Name and Mailing Address of Limited Liability Company **DOCUMENT # L95000000985**

TRANSPORT MANAGEMENT ASSOCIATES, L.C.
210 NORTH 32ND AVENUE
HOLLYWOOD FL 33021

96.AR
CM

1a. Principal Place of Business Address
210 NORTH 32ND AVENUE
HOLLYWOOD FL 33021

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2 Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		12/20/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip		Zip		65-0634383	5. Date of Last Report
Country		Country			6. Certificate of Status Desired <input type="checkbox"/> No Additional Fee Required

7. Name and Address of Current Registered Agent

GEIGER, ROBERT S
1428 BRICKELL AVENUE
6TH FLOOR
MIAMI FL 33131

8. Name and Address of New Registered Agent

Name _____
Street Address (P.O. Box Number is Not Acceptable) _____
Suite, Apt. #, etc. _____
City _____ Zip Code **FL**

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment of registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent Signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGR	BURGESS, CHARLES J	210 NORTH 32ND AVE.	HOLLYWOOD FL

100001782281
-03/29/96--01029--007
****238.75 ****238.75

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: Pamela B. Irving 2-25-96 (704) 375-1796
SIGNATURE AND TYPE OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER DATE Daytime Phone #