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LAW OFFICES OF
CARL A. RICHARDSON

December 7, 2000

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
12/4/00

FILED
00 DEC 12 PM 1:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: CROSSROADS FREIGHT CARRIERS, INC.

To Whom It May Concern:

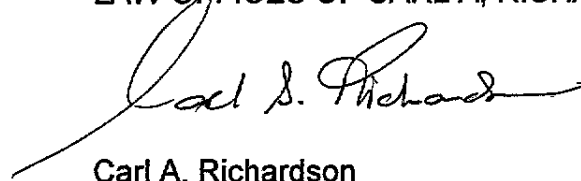
Enclosed are an original and one (1) copy of the Articles of Incorporation for Crossroads Freight Carriers, Inc., and a check of \$87.50 for Filing Fee, Certified Copy and Certificate of Status.

Please note that the Articles of Incorporation includes an Article (Article XIII), which provide that the corporation's existence shall begin on December 4, 2000.


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Very truly yours,

LAW OFFICES OF CARL A. RICHARDSON



Carl A. Richardson
5911 West Flagler Street
Miami, Florida 33144
(305) 266-9984



EFFECTIVE DATE
12/4/00

**ARTICLES OF INCORPORATION
OF
CROSSROADS FREIGHT CARRIERS, INC.**

The undersigned Carl A. Richardson, acting as incorporator under the Florida Business Corporation Act, and in compliance with Chapter 607 and Chapter 621, Florida Statutes (Profit), hereby adopts the following Articles of Incorporation for the Close Corporation:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Crossroads Freight Carriers, Inc.

ARTICLE II

DURATION OF CORPORATION

The period of existence of the corporation is perpetual.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the corporation is at 16191 S.W.36th Street, Miramar, Florida 33027. The mailing address of the corporation is the same.

ARTICLE IV

REGISTERED OFFICE

The registered office of the Corporation in the State of Florida is located at 5911 West Flagler Street, Miami, Dade County, Florida 33144. The name of the Corporation's registered agent at such address is Carl A. Richardson.

ARTICLE V

PURPOSE OF THE CORPORATION

The purposes for the Corporation are to engage in any lawful act or activity for which corporations may be organized under the business and corporation laws of the State of Florida, including, but not limited to the operation of a trucking business.

ARTICLE VI

AUTHORIZED SHARES

The total number of shares of stock that the Corporation shall have authority to issue is One Million Five Hundred Thousand (1,500,000) shares of Common Stock with a par value of five cents (\$0.05) per share.

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ARTICLE VII
PREEMPTIVE RIGHTS

Each holder of any of the shares of the capital stock of the Corporation shall be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the Corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the Corporation, or carrying any rights to purchase stock of any class, whether said unissued stock shall be issued for cash, property, or any other lawful consideration, and, without limitation of the foregoing, shall have such a preemptive right with respect to shares or other securities offered for sale if they (a) are issued or optioned by the board of directors to effect a merger or consolidation or for a consideration other than cash; and (b) are part of the shares or other securities of the Corporation originally authorized in its Articles of Incorporation in excess of the first 500,000 shares which are issued, and are issued, sold or optioned within six (6) months from the date of filing said Articles.

ARTICLE VIII
RESTRICTIONS ON TRANSFER

All of the Corporation's issued stock of all classes, exclusive of treasury shares, shall be held of record by not more than thirty five (35) persons. The Corporation shall make no public offering of any of its stock of any class which would constitute a "public offering" within the meaning of the Securities Act of 1933, as it may be amended from time to time. All of the issued stock of all classes may be subject to such restrictions on transfer as shall be permitted by law and as shall be provided in a written agreement among all the stockholders of each class of stock or among such holders and the Corporation.

ARTICLE IX
MANAGEMENT BY SHAREHOLDERS

The business of the corporation shall be managed by the stockholders of the Corporation, rather than a Board of Directors, such stockholders being deemed to be directors for purposes of applying the provisions of the Business Corporation Act of the State of Florida. The stockholders may enter into any written agreement concerning the conduct of the business and affairs of the Corporation as shall be permitted by the Business Corporation Act of the State of Florida and which shall not be inconsistent with these Articles of Incorporation. Except as otherwise provided by statute, or in these Articles of Incorporation, any action which might have been taken by a vote of the stockholders at a meeting thereof may be taken with the written consent of such of the holders of stock who would have been entitled to vote upon the action if a meeting was held and have not less than the minimum percentage of the total vote required by statute for the proposed corporate action; provided that prompt notice shall be given to all stockholders of the taking of such corporate action without a meeting if less than unanimous written consent is obtained.

ARTICLE X

ADOPTION, AMENDMENT AND REPEAL OF BY-LAWS

The stockholders may by majority vote make, adopt, alter, amend and repeal from time to time By-Laws of the Corporation which shall govern to the extent not inconsistent with any statute, these Articles of Incorporation or any valid agreement among the stockholders.

ARTICLE XI

TERMINATION OF CLOSE CORPORATION STATUS

Any amendment of the Articles of Incorporation to terminate its status as a close corporation shall require unanimous consent of all stockholders.

ARTICLE XII

INCORPORATOR AND INITIAL BOARD OF DIRECTORS

The incorporator of the Corporation is Carl A. Richardson, whose mailing address is 11415 N.W. 7th Street, Apt. 204, Miami, Florida 33172. The powers of the Incorporator are to terminate upon the filing of these Articles of Incorporation. The name and mailing address of the persons who are to serve as the initial directors of the Corporation until the first annual meeting of stockholders of the Corporation, and who may continue to serve as directors so long as their stock interest in Crossroads Freight Carriers, Inc. exceeds 25% of the issued stock, or until their successors are elected and qualified, are:

Victor Maddox
16191 S.W.36th Street
Miramar, Florida 33027;

Pauline Maddox
16191 S.W.36th Street
Miramar, Florida 33027; and

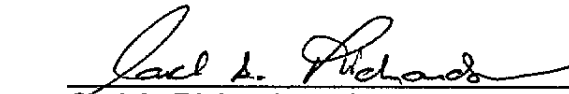
Michael Caracci
1436 North Lake Street
Jackson, Mississippi 39211.

ARTICLE XIII

COMMENCEMENT OF EXISTENCE

The corporation's existence shall begin on December 4, 2000.

IN WITNESS WHEREOF, I have hereunto set my hand this 7 day of December, 2000 and executed these Articles of Incorporation.



Carl A. Richardson, Incorporator

Crossroads Freight Carriers, Inc.
Articles of Incorporation

CERTIFICATE OF AGENT

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles, 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.



Carl A. Richardson

December 7, 2000
Date

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SECRETARY OF STATE
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