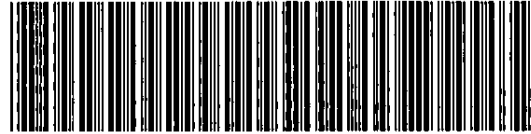


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COVER LETTER

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

SUBJECT: Mathis Logistics Inc. Also Known As MLI, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

JFM

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee
 \$78.75 Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Johnnie F Mathis

Name (Printed or typed)

1859 Rudman Rd

Address

Osteen, FL. 32764

City, State & Zip

407-323-0135

Daytime Telephone number

jf_mathis@yahoo.com

E-mail address: (to be used for future annual report notification)

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 TALLAHASSEE, FLORIDA
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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
Mathis Logistics Inc.

Pursuant to and in accordance with the laws of FL, the following are the Articles of Incorporation of Mathis Logistics Inc. a FL corporation (the "Company"):

ARTICLE I
NAME

The name of the Company is Mathis Logistics Inc.

ARTICLE II
PRINCIPLE PLACE OF BUSINESS

The principle office of the corporation is located at 1859 Rudman Rd, Osteen, Florida 32764

ARTICLE III
PURPOSES AND POWERS

The Company is organized to engage in any and all lawful acts, activities and/or pursuits for which Companies may presently or hereafter be organized under FL law.

The Company shall have all powers allowed by law. The purposes stated herein shall be construed as powers as well as purposes and the enumeration of a specific purpose or power shall not be construed to limit or restrict the meaning of general terms or the general powers; nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

The Company shall engage in any and all lawful acts for profit.

ARTICLE IV
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or be subject to the payment of the debts or obligations of this corporation.

ARTICLE V
AUTHORIZED SHARES

1. Classes of Stock. The Company is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of

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\$1.00 per share. 1 (One) shares shall be Common Stock and 1 (One) shares shall be Preferred Stock.

All stock, when issued, shall be fully paid and non-assessable, shall be of the same class, and shall have the same rights and preferences.

2. **Common Stock.**

- a. **Voting Rights.** Each share of Common Stock shall be entitled to one vote at any stockholder's meeting, either in person or by proxy. Cumulative voting in elections of Directors and all other matters brought before stockholders meeting, whether they be annual or special, shall not be permitted.
- b. **Corporate Debts.** The holders of the capital stock of the Company shall not be personally liable for the payment of the Company's debts, and the private property of the holders of the capital stock of the Company shall not be subject to the payment of debts of the Company to any extent whatsoever.
- c. **Dividend Rights.** Subject to the prior rights of holders of all classes of stock at the time outstanding having prior rights as to dividends, the holders of the Common Stock shall be entitled to receive, when and as declared by the Board of Directors, out of any assets of the Company legally available therefore, such dividends as may be declared from time to time by the Board of Directors.
- d. **Preemptive Rights.** Stockholders of the Company shall not have any preemptive rights to subscribe for additional issues of stock of the Company except as may be agreed from time to time by the Company and any such stockholder.
- e. **Net Assets.** The holders of the Common Stock, subject to any preferences or rights that may be granted to the holders of the Preferred Stock, shall be entitled to receive the net assets of the Company upon the dissolution of the Company.
- f. **Payment.** All shares of the Common Stock shall be fully paid and non-assessable.

3. **Preferred Stock.**

The Board of Directors of the Company is hereby expressly authorized, to the fullest extent now or hereafter permitted by FL law, at any time and from time to time, to divide the shares of Preferred Stock into one or more series, to establish the number of shares to be included in each such series, to issue in whole or in part the shares of Preferred Stock or the shares of any series thereof, and to fix by resolution or resolutions the designation, powers (voting and otherwise), preferences, and relative, participating, optional or other special rights, and the qualifications, limitations, or restrictions, if any, of the Preferred Stock or of any series thereof that may be desired.

Except as otherwise expressly provided in any certificate of designation designating any series of Preferred Stock pursuant to the foregoing provisions of this Article Third any new series of Preferred Stock may be designated, fixed and determined as provided herein by the Board of Directors without approval of the holders of Common Stock or the holders of Preferred Stock, or any series thereof, and any such new series may have powers, preferences and rights, including, without limitation, voting rights, dividend rights, liquidation rights, redemption rights, and conversion rights, senior to, junior to or pari passu with the rights of the Common Stock, the Preferred Stock, or any future class

or series of Preferred Stock or Common Stock.

ARTICLE VI
DIRECTORS

The governing board of the Company shall be known as the board of directors. The number of directors comprising the board of directors shall be fixed and may be increased or decreased from time to time in the manner provided in FL law and the Bylaws of the Company when adopted. The initial board of directors shall consist of seven persons who are as follows:

Office	Name
Chairman of the Board	Johnnie F Mathis 1859 Rudman Rd Osteen, FL 32764 U.S.A.
President	Johnnie F Mathis 1859 Rudman Rd Osteen, FL 32764 U.S.A.
Director	Johnnie F Mathis 1859 Rudman Rd Osteen, FL 32764 U.S.A.

ARTICLE VII
OFFICER AND DIRECTOR LIABILITY

1. The Company shall indemnify and advance expenses to its directors, officers, employees, fiduciaries or agents and to any person who is or was serving at the Company's request as a director, officer, partner, trustee, employee, fiduciary or agent of another domestic or foreign corporation or other person or of an employee benefit plan (and their respective estates or personal representatives) to the fullest extent as from time to time permitted by FL law.
2. The personal liability of the directors and officers of the Company to the Company or its stockholders, or to any third person, shall be eliminated or limited to the fullest extent as from time to time permitted by FL law.
3. Any repeal or modification of this Article by the stockholders of the Company shall not adversely affect any right or protection of any person existing at the time of such repeal

or modification.

ARTICLE VIII
REGISTERED AGENT

The address of the Company's registered office in the State of FL is 1859 Rudman Rd, Osteen, FL 32764 U.S.A.. The name of its initial resident agent in the State of FL is Johnnie Mathis. Either the registered office or the registered agent may be changed in the manner provided by FL law or the Bylaws of the Company when adopted.

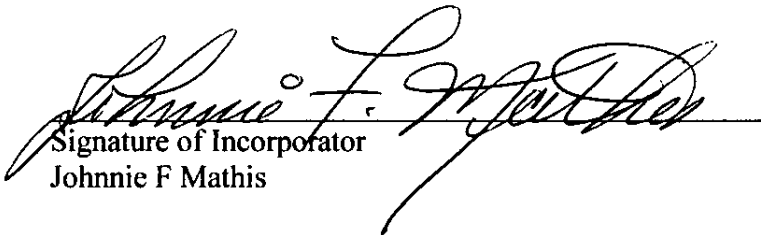


Signature of Registered Agent
Johnnie F Mathis

ARTICLE IX
INCORPORATOR

The name and mailing address of the incorporator signing these Articles of Incorporation is:

Johnnie F Mathis
1859 Rudman Rd
Osteen, FL
32764 U.S.A.



Signature of Incorporator
Johnnie F Mathis

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