

TRANSMITTAL LETTER

999000046071

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

SUBJECT: Advanced Crating, Inci
(Proposed corporate name - must include suffix)

300002877753--7
-05/17/99-01126-010
*****87.50 *****87.50

Enclosed is 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

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Dennis McLaughlin, Esc
Name (Printed or typed)

601 W Main, Suite 1015

Address

Spokane, WA 99201

City, State & Zip

(509) 624-3525

Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 17 PM 1:55

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

**ARTICLES OF INCORPORATION
OF
ADVANCED CRATING, INC.**

Article I . Name

The name of this corporation (hereinafter referred to as the corporation) is ADVANCED CRATING, INC.

Article II . Principal Office

The principal place of business of the corporation shall be 2875 South Orange Avenue, Suite 500-1415, Orlando, Florida 32806-5455, and the mailing address of the corporation shall be Ace Relocation Systems, Inc., Attention William McArdle, 5608 Eastgate Drive, San Diego, California 92121.

Article III . Duration

This corporation shall have a perpetual existence commencing on the date of filing these articles.

Article IV . Purpose

This corporation is organized for the purpose of providing crating and pre-move services, and to do everything necessary, proper, advisable, and convenient for the accomplishment of said purpose, and to do all other things incidental to the accomplishment of such purpose, and to transact any and all lawful activities or business pursuant to Chapter 607, Florida Statutes and permitted under the laws of the United States and the State of Florida.

Article V . Capital Stock

This corporation is authorized to issue 100 shares of One Dollar (\$1.00) par value common stock, all of one class, which shall be designated as "common shares."

All issued and outstanding shares of the corporation shall be subject to the following restrictions:

No shareholder shall have the right to sell, assign, pledge, hypothecate, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the value of the stock as determined by the Board of Directors in accordance with the applicable provisions of the Bylaws of the corporation. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its mailing address; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, or upon the termination of any shareholder's employment with the corporation for any reason, or for no reason, the corporation shall purchase all shares owned by such shareholder within ninety (90) days from the date of death or termination of the shareholder's employment with the corporation, at the value of the stock as determined by the Board of Directors in accordance with the applicable provisions of the Bylaws of the corporation. This provision shall be binding on the executor, administrator, or personal representative of each shareholder.

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Each share certificate issued by the corporation shall have printed or stamped on it the following legend:

These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation. The corporation will furnish to any shareholder upon request and without charge, a full statement of such restriction.

Article VI . Pre-Emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares the shareholder holds at the time of issuance bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it or pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms, and conditions of the issuance of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Article VII . Address and Registered Agent

The street address in Florida of the initial registered office of the corporation is 2875 South Orange Avenue, Suite 500-1415, Orlando, Florida 32806-5455. The name of the initial registered agent at such address is Thomas R. Westwood.

Article VIII . Initial Board of Directors

The corporation shall have three directors initially. The initial directors shall hold office until the first meeting of the shareholders of the corporation at which time a full Board of Directors shall be elected as provided for in the Bylaws of the corporation. The names and address of the initial directors of this corporation are:

Thomas R. Westwood
2875 South Orange Avenue, Suite 500-1415
Orlando, Florida 32806-5455

Amy H. Westwood
2875 South Orange Avenue, Suite 500-1415
Orlando, Florida 32806-5455

Reginald T. Lammers
5608 Eastgate Drive
San Diego, California 92121

Kathleen R. Lammers
5608 Eastgate Drive
San Diego, California 92121

Article IX . Initial Incorporator

The name and address of the initial incorporator is as follows:

Thomas R. Westwood
2875 South Orange Avenue, Suite 500-1415
Orlando, Florida 32806-5455

Article X. Amendments

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned incorporator executed these Articles of Incorporation on the date hereinafter set forth.

Dated: 5/3/99

Thomas R. Westwood
Thomas R. Westwood, Incorporator

State of Florida
County of Orange

Before me a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Thomas R. Westwood, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, who produced a Florida Driver's License as identification, and he acknowledged before me and under oath that he executed those Articles of Incorporation for the purposes therein stated.

In witness whereof, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 3rd day of May, 1999.

Pamela Y. Taugher
Notary Public, State of Florida
My Commission Expires: Aug 5, 2000



Pamela Y Taugher
My Commission CC574697
Expires Aug. 05, 2000

**Certificate Designating Place of Business or Domicile
For the Service of Process Within Florida,
Naming Agent Upon Whom Process May be Served**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That Advanced Crating, Inc. desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 2875 South Orange Avenue, Suite 500-1415, in the city of Orlando, County of Orange, State of Florida, has named Thomas R. Westwood as its initial registered agent to accept service of process within Florida and to comply with all other duties imposed upon registered agents pursuant to Florida law, and further has named 2875 South Orange Avenue, Suite 500-1415, Orlando, Florida 32806-5455, as its initial registered office.

Date: 5/3/99


Thomas R. Westwood, Incorporator

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I furthermore am familiar with and accept the obligations of Section 607.0505 and Section 607.325, Florida Statutes.

Date: 5/3/99


Thomas R. Westwood

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