

Division of Corporations

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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.
Account Number : 076624003440
Phone : (305) 444-6226
Fax Number : (305) 442-4829

LIMITED LIABILITY COMPANY
ALLIED TRUCKING OF PALM BEACH, L.C.

Certificate of Status	1
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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
ALLIED TRUCKING OF PALM BEACH, L.C.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I

NAME

The name of this Limited Liability Company is ALLIED TRUCKING OF PALM BEACH L.C.

ARTICLE II

GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

MEMBERSHIP

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by vote of a majority in interest may sell further memberships as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

ARTICLE IVINITIAL AND AUTHORIZED CAPITAL

The amount of capital with which this Limited Liability Company will begin business is not less than \$100, to be contributed as set out in Article IX. The authorized capital shall be \$10,000.00 but may be increased by amending these articles as provided in article X.

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ARTICLE VTERM OF EXISTENCE

This Limited Liability Company is to exist for thirty (30) years. The remaining members may vote to continue the Limited Liability Company's business without regard to 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 Limited Liability Company.

ARTICLE VIADDRESS

The principal office and mailing address of this Limited Liability Company in the State of Florida is 9390 N.W. 109 Street, Medley, FL 33178. The Board of Managers may from time to time move the principal office to another address in Florida.

ARTICLE VIIMANAGERS

This Limited Liability Company shall, if voted by the members, have not less than one manager, however, the number of managers may be increased or diminished from time to time by Regulations adopted by the stockholders, but shall never be less than one. The Managers may manage the company in accordance with regulations passed by the members of the Company as the members may desire.

ARTICLE VIII

INITIAL MANAGERS

The name and post office address of the members of the first Board of Managers, if any, shall be determined by vote of the membership.

Eduardo Cusco

9390 N.W. 109 St., Medley, FL 33178

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ARTICLE IXORIGINAL MEMBERS

The name and post office address of the original members of these Articles of Organization, the original percentage of ownership that they agree to take and the value of the consideration, payable in cash and notes as agreed between the members, therefore is:

<u>Name</u>	<u>Address</u>	<u>Ownership %</u>	<u>Consideration</u>
Eduardo Cusco	9390 N.W. 109 St.	30%	\$3,000.00
ATF Holdings, Inc. A Florida Corporation	9390 N.W. 109 St. Medley, FL 33178	70%	\$7,000.00

ARTICLE XAMENDMENT

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a majority in interest of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these articles of Organization be made.

ARTICLE XIREGISTERED OFFICE AND REGISTERED AGENT

That ALLIED TRUCKING OF PALM BEACH, L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Dade, State of Florida, hereby designates Arazoza, Comas, de Torres & Fernandez-Fraga, P.A. as its Registered Agent, to accept services within the State. The registered office of the Limited Liability Company shall be at 101 Madeira Ave., Coral Gables, FL 33134.

WITNESS the hand and seal of the members in Miami-Dade County, State of Florida, this 17th day of November 1998.


EDUARDO CUSCO


STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, Eduardo Cusco who produced _____ identification of is personally known to me to be one of the original members to the foregoing Articles of Allied Trucking of Palm Beach, L.C., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Coral Gables, Miami-Dade County, Florida this 17th day of November, 1998.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

 ABELAIDA FERNANDEZ-FRAGA
COMMISSION # CC 535515
EXPIRES FEB 26, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

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**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:

FIRST: That Allied Trucking of Palm Beach, L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Dade, State of Florida, has named Arazoza, Comas, de Torres & Fernandez-Fraga, P.A., as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, 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.


Registered Agent

Date

11/17/98

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Allied Trucking of Palm Beach, L.C., deposes and says:

1. the above named limited liability company has at least one member.
2. the total amount of cash contributed by the member(s) is \$10,000.00.
3. if any, the agreed value of property other than cash contributed by member(s) is \$00,000.00.
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 \$10,000.00. This total includes amount from 2 and 3 above



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 penalties of perjury that the facts stated herein are true.)

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