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DANDAR & DANDAR

A PROFESSIONAL ASSOCIATION
ATTORNEYS

FILED

02 OCT 21 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

October 18, 2002

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****157.50 *****78.75

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re : Filing of Articles of Incorporation Documents

Dear Sir/Madam:

Enclosed please find the following original documents:

Articles of Incorporation for Money's Wholesale & Retail, Inc.; and
Articles of Incorporation for Money's Carolina Florida Piedmont Express, Inc.

These Articles of Incorporation need to be filed. Also enclosed please find a check made payable to State of Florida in the sum of \$157.50. Please apply \$78.75 to each of the Articles of Incorporation for the filing fee.

If you have any questions, please call the office.

Sincerely,



Thomas J. Dandar, Esquire

TJD/df

Enclosures

ARTICLES OF INCORPORATION
OF
MONEY'S CAROLINA PIEDMONT FLORIDA EXPRESS, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME OF CORPORATION

The name of the corporation is MONEY'S CAROLINA PIEDMONT FLORIDA EXPRESS, INC..

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE OF CORPORATION

This corporation is organized for the purpose of motor freight transportation and for the purpose of transacting any or all lawful business.

ARTICLE IV

CAPITAL STOCK

1. The maximum number of shares of stock authorized to be issued by this corporation is 1,000,000 shares of common stock, all of which shall have the par value of \$1.00 per share, and all of which shall have the same rights and privileges.

2. Each share of common stock shall entitle the holder to one vote at any shareholder's meeting and to otherwise participate in any such meetings and in the assets of the corporation, and such shares of common stock shall be fully paid and non-

assessable. Such shares of common stock shall be paid for in lawful money of the United States of America or in property, labor or services, at a fair and just evaluation to be fixed by this corporation's shareholders acting as an executive committee of the corporation as to the value of the property or services received in consideration for the issuance of stock shall be conclusive and binding upon all persons whomsoever.

ARTICLE V

ADDRESS AND RESIDENT AGENT

The street address of the PRINCIPLE OFFICE of this corporation is 11067 Elgin Boulevard, Springhill, Florida 34608, and the initial registered agent of this corporation shall be Thomas J. Dandar, Esq., 1715 North Westshore Boulevard, Suite 750, Tampa, Florida 33607.

ARTICLE VI

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation of MONEY'S CAROLINA PIEDMONT FLORIDA EXPRESS, INC. are:

| <u>NAMES</u> | <u>ADDRESS</u> |
|---------------------|--|
| Howard Money | 2011 Robinson Road Newton, NC 28658 |

ARTICLE VII

OFFICERS

1. The officers of the corporation shall be a President, Vice-President, and Secretary/Treasurer. The names of the persons who are to serve as officers of the corporation are:

| | |
|---------------------|--------------|
| PRESIDENT | Howard Money |
| SECRETARY/TREASURER | Howard Money |

2. The officers shall be elected at the annual meeting of the Board of Directors, or as provided by the By-laws of the corporation.

ARTICLE VIII

BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. The corporation shall have one director initially which may be increased from time to time by the By-Laws, but shall never been less than one director. The Board of Directors shall be members of the corporation and elected to hold office in accordance with the By-laws.

2. The names and addresses of the persons who are to serve as directors for the first year or until the first annual meeting of the corporation are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|--|
| Howard Money | 2011 Robinson Road Newton, NC 28658 |

ARTICLE IX

BY-LAWS OF CORPORATION

1. The Board of Directors of this corporation may provide such By-laws for the

conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, the By-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X

POWERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Shareholders of this corporation.

ARTICLE XI

DISTRIBUTION OF STOCK

The shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

| | |
|--------------|------------|
| Howard Money | 100 shares |
|--------------|------------|

ARTICLE XII

AMENDMENTS

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 31st day of August, 2002.

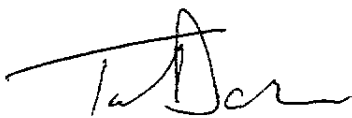


HOWARD MONEY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared HOWARD MONEY, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.


IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of August, 2002.



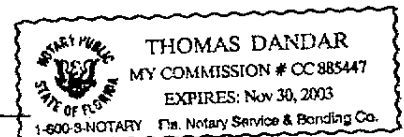
NOTARY PUBLIC
My commission expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby agree as Registered Agent of MONEY'S CAROLINA PIEDMONT FLORIDA EXPRESS, INC. to accept service of process and to comply with all requirements of law.



Thomas J. Dandar, Esq.



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business of Domicile for the Service of Process within this State, Naming Agent upon Whom Process may be served and Names and Addresses of Officers and Directors.

The following is submitted in compliance with
Chapter 48.091, Florida Statutes

MONEY'S CAROLINA PIEDMONT FLORIDA EXPRESS, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 11067 Elgin Boulevard, Springhill, Hernando County, State of Florida, 34608, has named Thomas J. Dandar, Esq., located at 1715 North Westshore Boulevard, Suite 750, Tampa, Florida, 33607 as its agent to accept service of process within the state.

OFFICERS:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|--|
| HOWARD MONEY | 2011 Robinson Road Newton, NC 28658 |

DIRECTORS:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------|--|
| HOWARD MONEY | 2011 Robinson Road Newton, NC 28658 |



HOWARD MONEY, President

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized

to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

DATED: 8-31-02



THOMAS J. DANDAR, ESQ.
Registered Agent