

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) 922-4000

From: Account Name : EVANS & DONICA, P.A.  
Account Number : 071445001310  
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**BASIC AMENDMENT  
CARRIERS CARTAGE CO.**

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**AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
CARRIERS CARTAGE CO.**

As of December 23, 1998, the Board of Directors and sole shareholder adopt this Amendment to the Articles of Incorporation as follows:

**I. NAME**


The name of this Florida Corporation shall be Carriers Liquidation Corp.

IN WITNESS WHEREOF, the President and Secretary, acting on behalf of the Board of Directors, and the sole shareholder have executed this Amendment to the Articles of Incorporation on December 23, 1998, pursuant to the authorization of the Board of Directors and the sole shareholder by Joint Written Consent to Action Taken in Lieu of a Meeting dated December 23, 1998. A majority vote of the corporation's sole class of stock, voting common stock, is sufficient to authorize this Amendment to the Articles of Incorporation.


Dated: December 23, 1998.

  
\_\_\_\_\_  
Vincent W. Zampino, President  
Carriers Cartage Co.

ATTEST:

  
\_\_\_\_\_  
Secretary, Carriers Cartage Co.

ATTEST:

  
\_\_\_\_\_  
[signature]  
THOMAS E. KOHL  
\_\_\_\_\_  
[printed name]

  
\_\_\_\_\_  
Vincent W. Zampino, Sole Shareholder

Prepared by: Herbert R. Donica, Esq.  
Evans & Donica, PA  
201 E Kennedy Blvd, #1500  
Tampa, FL 33602  
(813) 221-1996  
Florida Bar No. 841870

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CONSENT TO ACTION TAKEN IN LIEU OF SPECIAL MEETING  
OF THE BOARD OF DIRECTORS OF  
CARRIERS CARTAGE CO.**

Effective as of December 23, 1998

The undersigned, constituting the sole Director and the sole shareholder of Carriers Cartage Co, a Florida corporation (the "Company"), waiving all requirements of notice, consent to the corporate actions specified below (this "consent") and adopt the following resolutions, in lieu of holding a formal special meeting of the directors and the shareholders:

**RESOLVED**, that the Amended Articles of Incorporation attached hereto as Exhibit "A" are hereby approved by the Board of Directors of the Company.

**RESOLVED FURTHER**, that the officers of the Company are hereby authorized to take such further actions and to execute such documents or instruments as they deem necessary or desirable in order to effectuate the intention of these resolutions, including, without limitation, the execution and filing of the Amended Articles of Incorporation (substantially in the forms attached hereto) with appropriate governmental authorities.

**RESOLVED FURTHER**, that the effective date of the Amendments to the Articles of Incorporation shall be the date of filing by the Florida Secretary of State.

The foregoing corporate action shall have the effect and validity as though duly taken by unanimous action of all Directors of the Company at a meeting of said Directors duly called and legally held on December 23, 1998.

**IN WITNESS WHEREOF**, the undersigned, constituting all of the directors of the Corporation, and the sole shareholder of the Corporation, approve, authorize, effectuate and implement the actions taken pursuant to this Consent effective as of the date shown at the beginning of this Consent.

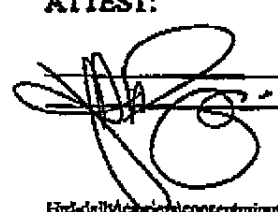
BY THE BOARD OF DIRECTORS:

  
\_\_\_\_\_  
Vincent W. Zampino, Sole Director

BY THE MAJORITY SHAREHOLDER:

  
\_\_\_\_\_  
Vincent W. Zampino, Sole Shareholder

ATTEST:

  
\_\_\_\_\_  
Secretary

Printed name of signatory

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**WAIVER AND CONSENT  
TO THE USE OF FORMER CORPORATE NAME**

**TO:** Herbert R. Donica, as incorporator of a Florida corporation to be formed and to be named **CARRIERS CARTAGE CO.**

The undersigned does hereby waive all rights to the name Carriers Cartage Co and consent to the use of the name Carriers Cartage Co. by Herbert R. Donica as incorporator of a newly formed Florida corporation to be named "Carriers Cartage Co."

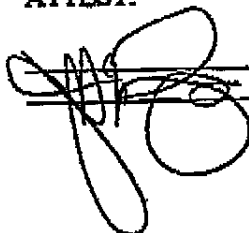
**CARRIERS LIQUIDATION CORP.**  
for/a **CARRIERS CARTAGE CO.** By:

  
\_\_\_\_\_  
Vincent W. Zampino, Sole Director

\_\_\_\_\_  
Vincent W. Zampino, Sole Shareholder

\_\_\_\_\_  
Vincent W. Zampino, President

**ATTEST:**

  
\_\_\_\_\_  
Secretary

Florida\carriers\waiver&consent

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