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MAR 23 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 089340 154065A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 23, 2001

ORDER TIME : 10:22 AM

ORDER NO. : 089340-015

CUSTOMER NO: 154065A

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-03/23/01--01074--015
*****87.50 *****87.50

CUSTOMER: John E. Duvall, Esq
Ford & Harrison LLP
121 W. Forsyth Street
Suite 1000
Jacksonville, FL 32202

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAR 23 AM 11:26
NOT INTENDED
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SUFFICIENCY OF FILING.

FOREIGN FILINGS

NAME: NEW BREED LOGISTICS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis -- EXT# 1165

EXAMINER: _____

3/23/01

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE STATE OF FLORIDA

1. New Breed Logistics, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. North Carolina

(State or country under the law of which it is incorporated)

3.

56-2237457

(FEL number, if applicable)

4. February 12, 2001

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 4043 Piedmont Parkway, High Point, North Carolina 27265

(Principal office address)

Same

(Current mailing address)

8. All purposes permitted by law

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: John E. Duvall, Esquire

Office Address: 121 W. Forsyth Street, Suite 1000

Jacksonville

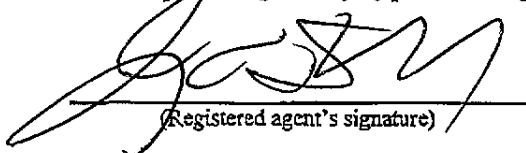
(City)

Florida 32202

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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SECRETARY
TALLAHASSEE
FLORIDA

12. Names and business addresses of officers and/or directors:**A. DIRECTORS**

Chairman: Louis DeJoy

Address: 4043 Piedmont Parkway

High Point, NC 27265

Director:

Vice Chairman: Ashfaque Chowdhury

Address: 4043 Piedmont Parkway

High Point, NC 27265

Director: Dennis Hunt

Address: 4043 Piedmont Parkway

High Point, NC 27265

Director: Sam Levine

Director: Brian Young

Address: 320 Park Avenue

320 Park Avenue

New York, New York 10022

New York, New York 10022

B. OFFICERS

President: Louis DeJoy

Address: 4043 Piedmont Parkway

High Point, NC 27265

Senior Vice President: Dennis Hunt

Address: 4043 Piedmont Parkway

High Point, NC 27265

Secretary: Roger L. Caroway

Address: 4043 Piedmont Parkway, High Point, NC 27265

Chief Information Officer: Ashfaque Chowdhury

Address: 4043 Piedmont Parkway, High Point, NC 27265

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.

Louis DeJoy

(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



NORTH CAROLINA

Department of The Secretary of State

CERTIFICATE OF EXISTENCE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

NEW BREED LOGISTICS, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 12th day of February, 2001, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 **has been** delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 6th day of March, 2001.

Elaine F. Marshall

Secretary of State