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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AFFINITY LOGISTICS CORPORATION
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

600003973376--5
-04/09/01--01139--004
*****87.50 *****87.50

David B. Schneider
(Name of Person)

Schneider & Labarthe, P.A.
(Firm/Company)

304 Northwest 13th Street, Suite 120, Oklahoma City, OK 73103
(Address)

(City/State and Zip code)

For further information concerning this matter, please call:

David B. Schneider at (405) 232-9990
(Name of Person) (Area Code & Daytime Telephone Number)

FILED
01 APR -9 PM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

mtm
4/11

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

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

1. Affinity 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. Georgia 3. 58-2450457
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 03/16/99 5. Perpetual
(Date of incorporation) (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. 533 Johnson Ferry Rd, Bdlg. D, Suite 400, Marietta, GA 30068
(Principal office address)

(Current mailing address)

8. Any action which a corporation may undertake under the laws of Florida.
(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: Bernard C. Pestcoe

Office Address: 2700 S. Commerce Parkway, Suite 305

Fort Lauderdale, Florida 33331
(City) (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.

Bernard C Pestcoe

(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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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Anthony J. Quinn

Address: 5540 Waterford Green Glen
Marietta, GA 30068

Vice Chairman:

Address: _____

Director: Roger E. Payton

Address: 6108 Lone Peak Drive
Evergreen, CO 80439

Director: _____

Address: _____

B. OFFICERS

President: Roger Payton - see above

Address: _____

C.O.O. Charles T. Hitt
~~Vice President~~

Address: 1700 Kenbrook Court
Acworth, GA 30101

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Charles T. Hitt
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Charles T. Hitt, C.O.O.
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 010881044
CONTROL NUMBER : K911763
DATE INC/AUTH/FILED: 03/16/1999
JURISDICTION : GEORGIA
PRINT DATE : 03/29/2001
FORM NUMBER : 211

DAVID B. SCHNEIDER
304 NW 13TH ST STE 120
OKLAHOMA CITY, OK 73103

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

AFFINITY LOGISTICS CORPORATION
A DOMESTIC PROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State