

FDS000000403

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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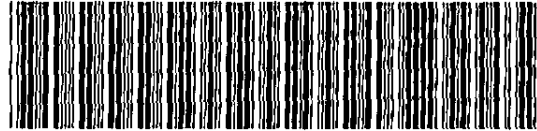
(Business Entity Name)

(Document Number)

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My Corporation.comTM

30141 Agoura Road, Suite 205 Agoura Hills, California 91301
U.S. Toll-Free: 888.692.6771 Direct: 818.879.9079 FAX: 818.879.8005
Email: info@MyCorporation.com URL: <http://www.mycorporation.com>

December 7, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: FREIGHT RATE, INC. – Florida Qualification

Ladies and Gentlemen:

Please find enclosed for filing executed duplicate originals of the Application by a Foreign Corporation for Authorization to Transact Business in Florida, a resolution by board of directors to adopt a fictitious name, and a Certificate of Good Standing from the home jurisdiction for the above-referenced entity.

Also enclosed is a check in the amount of \$87.50 as the appropriate fees for filing and for a **certified copy**.

Please return any copies and/or receipts, stamped to show the date of filing, to the undersigned.

Thanks very much for your assistance.

Sincerely,



Sarah Lawlor
MyCorporation Business Services
30141 Agoura Road, Suite 205
Agoura Hills, CA 91301

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call Sarah Lawlor at 818-879-9079 x 109.

Enclosed is a check in the amount of \$87.50 for filing and certified copy.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 6, 2005

SARAH LAWLOR
30141 AGOURA ROAD, SUITE 205
MYCORPROATION BUSINESS SERVICES
AGOURA HILLS, CA 91301

SUBJECT: FREIGHT RATE, INC.
Ref. Number: W05000000873

We have received your document for FREIGHT RATE, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$87.50. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 405A00001079

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TALLAHASSEE, FLORIDA

**APPLICATION BY A 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.

ARTICLE I

The name of the Corporation is FREIGHT RATE, INC.

The true corporate name is unavailable in Florida. The alternate corporate name adopted for the purpose of transacting business in Florida is P2S FREIGHT RATE, INC.

ARTICLE II

The state under the law of which it is incorporated is Delaware.

ARTICLE III

The FEI number is 65-0710943.

ARTICLE IV

The date of incorporation was April 26, 1999.

ARTICLE V

The duration of the corporation is perpetual.

ARTICLE VI

The date the corporation will first transact business in the state of Florida is upon qualification.

ARTICLE VII

The address of the principal office of the Corporation is

903 Clint Moore Road
Boca Raton, FL 33487

The current mailing address of the Corporation is:

903 Clint Moore Road
Boca Raton, FL 33487

ARTICLE VIII

The purpose authorized in the home state of the corporation to be carried out in the state of Florida is: applications service provider serving the freight transportation industry.

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TALLAHASSEE, FLORIDA

ARTICLE IX

The name and Florida street address of the initial registered agent is:

NRAI Services, Inc.
526 East Park Avenue
Tallahassee, FL 32301

ARTICLE X

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.

Signed: Nellie R. Akalp Date: 12-14-04
Nellie R. Akalp, Asst. Sec., NRAI Services, Inc.

ARTICLE XI

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.

ARTICLE XII

Names and business addresses of officers and/or directors:

Richard Hersh – Director/ President/Secretary
903 Clint Moore Road
Boca Raton, FL 33487

Signed: Richard Hersh
Richard Hersh, President

Date: 12/07/04

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

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RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Richard Hersh, do hereby certify that this Resolution of the Board of Directors of FREIGHT RATE, INC., a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on December 7, 2004,

Resolved, that FREIGHT RATE, INC., organized and existing in the State of Delaware, hereby adopts the name P2S FREIGHT RATE, INC. for use in the State of Florida.

Date: 12/27/04

Signed: Richard Hersh
Richard Hersh, Director

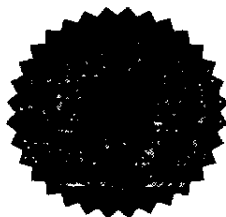
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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FREIGHT RATE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRD DAY OF DECEMBER, A.D. 2004.



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040817834

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3517146

DATE: 12-03-04