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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: UNIVERSAL RITE-WAY, INC.  
(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:

Oakley Gentry, Jr. Esq.  
(Name of Person)  
Same  
(Firm/Company)  
1500 NW 49 St., Ste 609  
(Address)  
Ft. Lauderdale, FL 33309  
(City/State/Zip)

FILED  
98 MAY 26 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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5/27

Should you need to call someone concerning this matter, please call:

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Oakley Gentry, Jr. at ( 954 ) 771-5552  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**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. UNIVERSAL RITE-WAY, 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. New Jersey 3. n/a  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. November 27, 1997 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or perpetual)

6. May 15, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 397 East 54th Street  
Elmwood Park, New Jersey 07407  
(Current mailing address)

8. Shipping and freight agent  
(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)

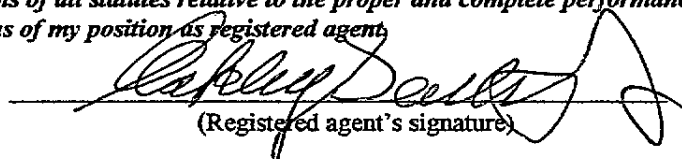
Name: Oakley Gentry, Jr.

Office Address: 1500 NW 49 St., Ste 609

Ft. Lauderdale, Florida, 33309  
(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 OF STATE  
ALLA HUSSEIN  
FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: James D. Catania

Address: 397 East 54th Street  
Elmwood Park, New Jersey 07407

Vice Chairman: n/a

Address: \_\_\_\_\_

Director: John M. Catania

Address: 397 East 54th St.  
Elmwood Park, New Jersey 07407

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: James D. Catania

Address: 397 East 54th St.  
Elmwood Park, New Jersey 07407

Vice President: John M. Catania

Address: 397 East 54th St.  
Elmwood Park, Ne Jersey 07407

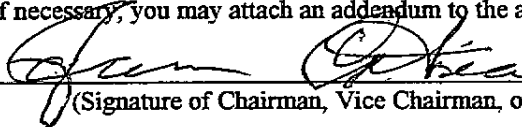
Secretary: James D. Catania

Address: 397 East 54th St.  
Elmwood Park, New Jersey 07407

Treasurer: John M. Catania

Address: 397 East 54th St.  
Elmwood Park, New Jersey 07407

**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. James D. Catania, PRESIDENT  
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
SHORT FORM STANDING

UNIVERSAL RITE-WAY, INC.  
With the Previous or Alternate Name  
UNIVERSAL RITEWAY EXPRESS, INC.

*I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on November 25, 1997.*

*As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.*

*I further certify that the registered agent and registered office are:*

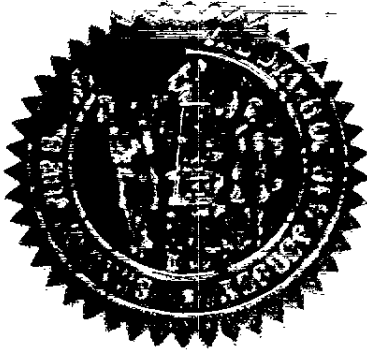
Donald Coomber  
397 East 54th Street  
Elmwood Park, NJ 07407

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

STATE OF NEW JERSEY  
DEPARTMENT OF STATE  
SHORT FORM STANDING

UNIVERSAL RITE-WAY, INC.  
With the Previous or Alternate Name  
UNIVERSAL RITEWAY EXPRESS, INC.



IN TESTIMONY WHEREOF, I <sup>have</sup>  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
19th day of May, 1998

*Lonna R. Hooks*

LONNA R HOOKS  
Secretary of State

98 MAY 26 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA