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LAW OFFICES  
**BERNSTEIN & BERGER, P.A.**  
SUITE 2608 NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33132

JEFFREY A. BERNSTEIN  
DAVID S. BERGER

November 3, 1998

TELEPHONE (305) 371-4555  
FAX (305) 374-1789

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

RE: Articles of Organization  
ALS International Logistics, L.C.

100002680011--9  
-11/04/98--01037--014  
\*\*\*\*285.00 \*\*\*\*285.00

Dear Sir/Madam:

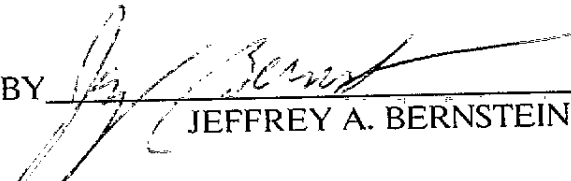
Enclosed you will please find the original and one copy of the Articles of Organization for ALS International Logistics, L.C. and my check in the amount of \$285. Please forward a copy of the conformed articles to this office using the enclosed return FedEx air waybill.

Very truly yours,

CM

LAW OFFICES OF BERNSTEIN & BERGER

BY

  
JEFFREY A. BERNSTEIN, ESQ.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 6, 1998

JEFFREY A. BERNSTEIN, ESQ.  
BERNSTEIN & BERGER, P.A.  
100 N. BISCAYNE BLVD., SUITE 2608  
MIAMI, FL 33132

SUBJECT: ALS INTERNATIONAL LOGISTICS, L.C.  
Ref. Number: W98000025136

We have received your document for ALS INTERNATIONAL LOGISTICS, L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6025.

Cathy A Mitchell  
Corporate Specialist

Letter Number: 298A00054050

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TALLAHASSEE, FLORIDA

## ARTICLES OF ORGANIZATION

### ALS INTERNATIONAL LOGISTICS, L.C.

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is ALS INTERNATIONAL LOGISTICS, L.C. (the "Company").
2. **Duration.** The company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (1) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is Jeffrey A. Bernstein, Esq. The street address of the initial registered agent of the Company is New World Tower, Suite 2608, 100 N. Biscayne Boulevard, Miami, Florida 33132-2306.
5. **Street Address of Principal Office and Mailing Address.** The street address of its principal office and the mailing address of this limited liability company is 7800 N.W. 29 Street, Miami, Florida 33122.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by each member is as follows: DAYMARK GROUP, INC.: \$10,000.00; and AEROCOOL HANDLING, INC.: \$10,000.00. No additional contributions of capital shall be made to the company by the Members without the unanimous consent of the Members.
7. **Additional Members.** The members shall not have the right to admit additional members to the Company except as otherwise provided in the Company's Operating Agreement.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Operating Agreement, consent to continue the business of the Company.
9. **Management of the Company.** The management of the company shall be vested in managers who shall be appointed annually by its members in the manner prescribed by the company's Operating Agreement. The initial number of Managers shall be four (4). The names and addresses of the initial Managers are as follows:

#### Name

#### Address

Richard D. Hill

C/O Daymark Group, Inc.  
3501 East Main Street  
Russellville, Arkansas

Tim E. Hill

C/O Daymark Group, Inc.  
3501 East Main Street  
Russellville, Arkansas

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TALLAHASSEE, FLORIDA

Jaime Lara

7800 N.W. 29 Street  
Miami, FL 33122

Arturo Montoya

7800 N.W. 29 Street  
Miami, FL 33122

At the initial meeting of the Managers the four (4) Managers named herein shall appoint a fifth Manager and thereafter the Management Board shall consist of five (5) members unless changed in accordance with the terms of the Operation Agreement.

**10. Regulations.** At the time of executing these Articles of Organization, the members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the members of this Company by a majority in interest.

**11. Date of Existence of the Company.** The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

**12. Transfer of Interest.** No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

**13. Certificated Interests.** The members' interests in the Company may be evidenced by certificates.

**14. Amendments.** These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

The undersigned, as member of the Company, executed these Articles of Organization effective as of the 3rd day of November, 1998.

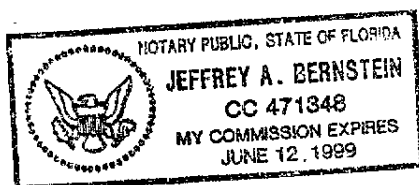
DAYMARK GROUP, INC.

BY Richard D. Hill, Chairman

STATE OF FLORIDA:

COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 3 day of Nov., 1998, by Richard D. Hill as Chairman of Daymark Group, Inc. who is personally known to me or who produced Arkansas DL as identification and who did take an oath.



[Signature]  
NOTARY PUBLIC, STATE OF FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA )

COUNTY OF DADE ) SS:

BEFORE ME, he undersigned authority, personally appeared Richard D. Hill, authorized representative of ALS INTERNATIONAL LOGISTICS, L.C., a Florida Limited Liability Company, of c/o Bernstein & Berger, P.A., Attn: Jeffrey A. Bernstein, Esq., 100 N. Biscayne Blvd., Suite 2608, Miami, FL 33132-2306, who, having been first duly sworn, deposes and says:

1. Affiant is representative of ALS INTERNATIONAL LOGISTICS, L.C., a Florida limited liability company in formation (the "Company").

2. The Company has two members.

3. The total amount of cash initially contributed to the Company by each member is as follows:

DAYMARK GROUP, INC. \$10,000.00

AEROCOOL HANDLING, INC. \$10,000.00

4. Property other than cash has not been contributed to the Company by the members.

5. No additional contributions have been agreed upon.

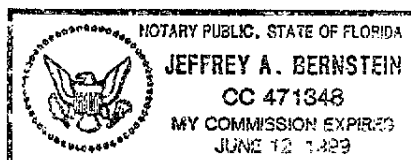
This affidavit is made and given by affiant as representative of ALS INTERNATIONAL LOGISTICS, L.C., the Company, in accordance with Section 608.407 (2) of the Florida Limited Liability Company Act, with full knowledge of applicable Florida laws regarding sworn affidavits and the penalties and liabilities resulting from false statements and misrepresentations therein.

FURTHER AFFIANT SAYETH NAUGHT.

*Richard D. Hill*

The foregoing instrument was acknowledged before me this 3 day of Nov, 1998, by Richard D. Hill, as Representative of ALS INTERNATIONAL LOGISTICS, L.C., a Florida Limited Liability Company, who is personally known to me and did not take an oath.

*Jeffrey A. Bernstein*  
NOTARY PUBLIC  
Commission No.  
My Commission Expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

First--That ALS INTERNATIONAL LOGISTICS, L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named Jeffrey A. Bernstein located at 100 N. Biscayne Blvd., Suite 2608, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA