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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Trade and Transport Council, Inc.

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ARTICLES OF INCORPORATION
OF
TRADE AND TRANSPORT COUNCIL, INC.

The undersigned, acting as incorporator of Trade and Transport Council, Inc., under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: Trade and Transport Council, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

7175 SW 8th Street, Suite 201
Miami, Florida 33144

ARTICLE III. DURATION AND COMMENCEMENT

The corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for the purpose of serving as a not for profit trade association or business league within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code. The corporation is dedicated to serving the common business and economic interests of international trade and transportation businesses and promoting state and federal investment in intermodal maritime, railroad and highway transportation infrastructure. The goal of the corporation is to develop a cooperative and focused approach to state transportation policies and funding to maintain market share in the global economy and on moving goods and services to world markets faster, cheaper and better resulting in the increase of jobs and revenue to businesses and the states. In furtherance of these purposes, the corporation may make or accept grants, carry on programs and activities, and sponsor projects in order to promote and support the business and economic reputation and development of the international trade and transportation industry, and in order to promote, support and enhance the productivity and efficiency of, and the business and economic opportunities available in the international trade and transportation industry. Further, the corporation may engage in other activities designed or intended to accomplish such purposes. To these ends, the corporation may do and engage in any and all lawful

activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws. The members will elect directors at the first annual meeting of members and at each annual meeting thereafter.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 7175 SW 8th Street, Suite 201, Miami, Florida 33144, as the street address of the initial registered office of the corporation and names Carlos L. Valdes the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation has three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws. The names of the initial directors are:

Carlos L. Valdes
Bruce Brecheisen
Earl Durden

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Crystal J. Adkins, Esq.	50 N. Laura Street, Suite 3900 Jacksonville, Florida 32202

ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) or section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or of any corporation not for profit of which the corporation is a member. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written

statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or of any corporation not for profit of which the corporation is a member. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on 3/26, 2001.


Crystal J. Adkins
Incorporator

MAR. 26. 2001 3:44PM

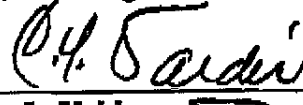
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ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.



Carlos L. Valdes
Registered Agent

Dated: 3-22, 2001

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