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RUDNICK & WOLFE

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** REPORT **

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: RUDNICK & WOLFE
CONTACT: JUDITH B COVEY
PHONE: (813)229-2111

EFFECTIVE DATE
7-31-98

ACCT#: 076424002364

FAX #: (813)229-1447

NAME: COOPERATION TRUCKING II, INC.
AUDIT NUMBER.....H98000014213

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS...0

PAGES.....8

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 31, 1998

RUDNICK & WOLFE

SUBJECT: COOPERATION TRUCKING II, INC.
REF: W98000017471

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 9 states there will be 3 director(s), whereas NONE is/are listed.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H98000014213
Letter Number: 598A00040388

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ARTICLES OF INCORPORATION

OF

COOPERATION TRUCKING II, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

EFFECTIVE DATE
7-31-98

SECRETARY OF STATE
TALLAHASSEE FLORIDA

98 AUG -3 AM 8:00

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ARTICLE I. NAME

The name of the Corporation is Cooperation Trucking II, Inc.

ARTICLE II. REGISTERED OFFICE AND AGENT;
CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

Section 1. The street address of the registered office is 101 E. Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the principal office of this Corporation; and its mailing address, shall be 11540 Highway 92 East, Seffner, Florida 33584, **Attention:** Larry Schwartz.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Andrew L. McIntosh.

ARTICLE III. PURPOSES

The purpose of the Corporation shall be to coordinate trucking services among independent transport trucking firms and businesses requiring such services.

ARTICLE IV. POWERS

Section 1. Except as limited by these Articles or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

Prepared by: Andrew L. McIntosh
Florida Bar No. 0881041
Rudnick & Wolfe
101 E. Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

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Section 2. Without limiting the generality of the powers specified in Section 1 above, the specific powers of the Corporation shall be:

A. To acquire, by purchase, lease or otherwise, and hold title to such real property, including improvements thereon, and any personal property as may be beneficial to the operations of the Corporation;

B. To borrow funds in order to expand, enhance, support or maintain the activities of the Corporation;

C. To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and

D. To utilize its income in furtherance of the foregoing objectives.

ARTICLE V. LIMITATIONS ON ACTIVITIES

Section 1. None, except as otherwise provided in Article IV above.

ARTICLE VI. TERM OF EXISTENCE

These Articles of Incorporation will be effective as of July 31, 1998. The Corporation shall have perpetual existence.

ARTICLE VII. INCORPORATOR

The incorporator of this Corporation is Andrew L. McIntosh, Esq., and his address is 101 E. Kennedy Boulevard, Suite 2000, Tampa, Florida 33602.

ARTICLE VIII. MEMBERSHIP

The Corporation will have members. The Bylaws of the Corporation contain provisions relating to qualification for membership, the rights of members, and other such matters.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as directors:

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Section 2. Directors shall be appointed, elected, removed and hold office as provided in the Bylaws.

ARTICLE X. OFFICERS

Section 1. The officers of the Corporation shall include a President, a Vice-President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2. The officers shall be appointed, elected, removed and hold office as provided in the Bylaws.

Section 3. The officers shall have such powers and responsibilities as are provided by the Bylaws.

ARTICLE XI INDEMNIFICATION

Section 11.1 Indemnification in Proceedings Other Than Actions by, or in the Right of, the Corporation. The Corporation shall indemnify any person who was or is a party to any proceedings (other than an action by, or in the right of, the Corporation), by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against liability incurred in connection with such proceeding. Such indemnification shall include indemnification with regard to any appeal if the indemnitee acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Section 11.2 Indemnification of Persons Parties to a Proceeding by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as the director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or

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settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation. Provided, however, that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable, unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 11.3 Mandatory Indemnification. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in section 11.1 or 11.2 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

Section 11.4 Authorization of Indemnification is Required. Any indemnification under sections 11.1 or 11.2, unless pursuant to a determination by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in section 11.1 or 11.2. Such determination shall be made pursuant to the procedures outlined in Florida Statutes Section 607.0850.

Section 11.5 Additional Conditions to Indemnification. The Board, by a majority vote of a quorum consisting of directors who were not parties to the action, suit or proceeding to which the indemnification relates, may impose such additional conditions upon any form of indemnification as the Board may deem appropriate, including, but not limited to, the right to assume the defense in appropriate circumstances, the right to select the attorney representing the indemnified person and the right to settle.

Section 11.6 Prepayment of Expenses. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following the procedures set forth in subsection 11.4 that such indemnified person meets the applicable standard of conduct referred to therein and subject to any conditions imposed by the Board pursuant to this Article and the prior receipt by the Corporation of an undertaking satisfactory in form and substance to the Corporation that such person will promptly repay such amount unless it ultimately shall be determined that the person is entitled to be indemnified by the Corporation as authorized in this Article XI.

Section 11.7 Indemnification Disallowed in Certain Circumstances. The indemnification provided pursuant to this Article shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

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A. a violation of the criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

B. a transaction from which the director, officer, employee or agent derived an improper personal benefit; or

C. willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a Member.

Section 11.8 Nonexclusivity. The Corporation shall have the power to make any other or further indemnification of any of its directors, officers, members of any committee, or any other person that the Corporation has the power by law to indemnify, including without limitation, employees or agents of the Corporation, under any bylaw, agreement, vote of Members or disinterested directors, or otherwise, both as to action in any official capacity and as to action in another capacity while holding such office, except an indemnification against gross negligence or willful misconduct. The indemnification as provided in this Article shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of such person's heirs and personal representatives. The right of indemnification shall not be exclusive of or otherwise abrogate or limit other rights to which any director, officer or employee may be entitled as a matter of law.

ARTICLE XII. BYLAWS

The Bylaws of the Corporation shall be adopted by the initial Board of Directors at the organizational meeting of the Board. Subject to the limitations contained in the Bylaws and any limitations set forth in the Laws of Florida concerning corporate actions that must be authorized or approved by the Members of the corporation, Bylaws of this Corporation may be altered, rescinded, added to, or new Bylaws may be adopted by the Corporation's Board of Directors or in accordance with the laws of the State of Florida.

ARTICLE XIII. AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote. Amendments may be adopted by the affirmative vote of two-thirds majority of Members of the Corporation. If there are no members, these Articles of Incorporation may be amended as otherwise provided in Section 617.1002

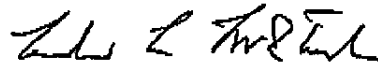
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The foregoing Articles of Incorporation were adopted by the incorporator of the Corporation on the date written below and shall be effective upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on behalf of the Corporation, this 31st day of July, 1998.



Andrew L. McIntosh, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 31, 1998



Andrew L. McIntosh

FILED
98 AUG -3 AM 8:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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