

Division of Corporations

P00000019419

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000008252 9))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)922-4001

From: Account Name : MORGAN LEWIS & BOCKIUS LLP  
Account Number : 076077003570  
Phone : (305)579-0300  
Fax Number : (305)579-0321

FLORIDA PROFIT CORPORATION OR P.A.

Quality Logistics Incorporated

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 24 AM 10:14

Electronic Filing Menu

Corporate Filing

Public Access Help

B. McKnight FEB 24 2000

2/23/2000 5:19 P

((H00000008252 9)))

**ARTICLES OF INCORPORATION**

**OF**

**QUALITY LOGISTICS INCORPORATED**

The undersigned does hereby make and execute these Articles of Incorporation for the purpose of forming a corporation under the Florida Business Corporation Act:

**ARTICLE I**

**Name**

The name of the corporation is:

Quality Logistics Incorporated

**ARTICLE II**

**Initial Principal Office**

The street address of the initial principal office of the corporation shall be:

5300 First Union Financial Center  
200 S. Biscayne Boulevard  
Miami, Florida 33131-2339

The board of directors of the corporation, or an officer of the corporation acting under the authority of the board of directors, is authorized to change the principal office of the corporation from time to time without amendment to these Articles of Incorporation.

**ARTICLE III**

**Authorized Shares**

The aggregate number of shares which the corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, \$0.01 par value.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 24 AM 10:15

((H00000008252 9)))

((H00000008252 9))

**ARTICLE IV**

**Registered Office and Agent**

The street address of the corporation's initial registered office is:

5300 First Union Financial Center  
200 S. Biscayne Boulevard  
Miami, Florida 33131-2339

The name of the corporation's initial registered agent at that office is John S. Fletcher.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator are:

John S. Fletcher  
Morgan, Lewis & Bockius LLP  
5300 First Union Financial Center  
200 South Biscayne Boulevard  
Miami, Florida 33131-2339

**ARTICLE VI**

**Purpose and Powers**

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida Business Corporation Act.

((H00000008252 9))

((H00000008252 9))

**ARTICLE VII**

**Board of Directors**


The number of directors constituting the initial board of directors is three. Thereafter, the number of directors shall be as provided in the bylaws. The name and address of each individual who is to serve as a member of the initial board of directors are:

Don Brodie  
5300 First Union Financial Center  
200 S. Biscayne Boulevard  
Miami, Florida 33131-2339

Andrew Schwartz  
5300 First Union Financial Center  
200 S. Biscayne Boulevard  
Miami, Florida 33131-2339

Rocco Pontino Jr.  
5300 First Union Financial Center  
200 S. Biscayne Boulevard  
Miami, Florida 33131-2339

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 23rd day of February, 2000.

  
\_\_\_\_\_  
John S. Fletcher,  
Incorporator

((H00000008252 9))

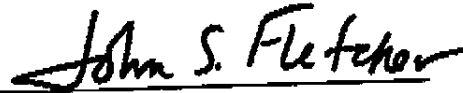
((H00000008252 9))

Acceptance By Registered Agent

The undersigned hereby accepts the appointment as registered agent of Quality Logistics Incorporated and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: February 23, 2000.



John S. Fletcher,  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB 24 AM 10:15

((H00000008252 9))