

COMMERCIAL RESOURCE GROUP

"FOR ALL YOUR PLANNING, PRODUCT & LOGISTICAL NEEDS"

1246 NE 38TH STREET FT. LAUDERDALE, FL 33334
Tel: (954) 630-8830 Fax: (954) 630-8820
E-mail: www.CommRecGrp@aol.com

PO000027242
*** MEMO ***
March 9, 2000

To: Dept. of the State, Div. of Corps

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-03/10/00-01100-007
*****78.75 *****78.75

Fm: Michael C. Bilodeau

Re: Articles of Inc.

attached are Articles, any questions, feel free to call.

Could you please process and Federal Express back to me. I have enclosed Fed Exp envelop and air bill.

Thank you

FILED
00 MAR 10 PM 12:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA

[Signature]
2/17

ARTICLES OF INCORPORATION

OF

A. G. DELIVERY SERVICE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is A. G. DELIVERY SERVICE, INC., whose principal place of business is 1246 NE 38th Street, Fort Lauderdale, Florida 33334.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is Commercial Resource Group International, Corp., 1246 NE 38th Street, Fort Lauderdale, Florida 33334 and the name of its initial registered agent at said address is Michael C. Bilodeau.

ARTICLE VI

The number of directors constituting its initial Board of Directors is one (1), whose name and address is: Alan Graf, 9000 North LaCrosse, Skokie, Illinois 60077.

ARTICLE VII

The name and address of the incorporator is: Michael C. Bilodeau, 1246 NE 38th Street, Fort Lauderdale, Florida 33334.

ARTICLE VIII

The shareholder(s) shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

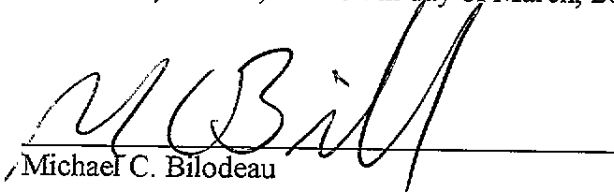
ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ration of the authorized shares of common stock held by the holder to any shares of common stock currently authorized.

ARTICLE XI

Pursuant to Florida Statue Section 607.0203, the effective date of the commencement of the corporation existence is the 7th day of March, 2000 which is the date of subscription and acknowledge of the Articles of Incorporation. Said Articles of Incorporation are to be filed with five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Fort Lauderdale, Florida, on the 7th day of March, 2000.

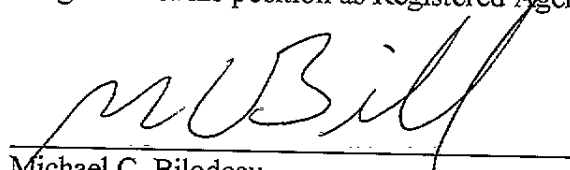

Michael C. Bilodeau

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF BROWARD

I, MICHAEL C. BILODEAU, am to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and do so freely and voluntarily and authorize said corporation to name me as its initial Registered Agent for the purposes mentioned and set forth in Article V. I do further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of his position as Registered Agent.


Michael C. Bilodeau

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