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March 29, 2000

FILED
00 APR -3 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Commencing corporation
Transport Solutions International, Inc.

800003193408--8
-04/03/00--01105--019
****122.50 *****78.75

Dear Sirs:

I have enclosed the original of the proposed articles of incorporation to commence a new corporation in Florida under the name of Transport Solutions International, Inc.

I have also enclosed my trust account check number 1462 made payable to your order for \$122.50:

- | | |
|---|----------|
| 1. Filing fee | \$ 35.00 |
| 2. designation of resident agent | 35.00 |
| 3. certifying one (1) copy of articles of incorporation @ 52.50 | 52.50 |

I have enclosed a duplicate original of the articles of incorporation. Please certify it and return it, as opposed to certifying a photostatic copy.

Yours very truly,
Kenneth M. Dix

KMD:isk

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TRANSPORT SOLUTIONS INTERNATIONAL, INC.
(F.S. 607.0202)

I, Wendell G. Carl, the undersigned, subscribe to these articles of incorporation to form a corporation for profit under the laws of the state of Florida.

ARTICLE I. Name

The name of this corporation shall be TRANSPORT SOLUTIONS INTERNATIONAL, INC.

ARTICLE II. Street Address

The street address of the initial principal office is
129 N.W. 13th Street, Suite D-22, Boca Raton, Florida 33432.

ARTICLE III. Shares

The corporation is authorized to issue one thousand shares of stock at a par value of one dollar per share.

WGC

ARTICLE IV. -Initial Registered Office and Agent

1. Initial Registered Office:

The corporation's initial registered office shall be at 129 N.W. 13th Street, Suite D-22, Boca Raton, Florida 33432.

2. Initial Registered Agent:

The corporation's initial registered agent, at that office, shall be Wendell G. Carl.

ARTICLE V. Incorporator

The name and address of the incorporator is:

Wendell G. Carl
8265 Boca Rio Drive
Boca Raton, Florida 33433

ARTICLE VI. Miscellaneous Provisions

1. Initial Management:

The initial affairs of the corporation shall be managed by the incorporator, who shall hold the organizational meeting of the corporation.

2. Management:

The management of this corporation shall be by the



stockholders - there shall be no board of directors.

3. Issuance of Stock:

The incorporator shall set the compensation to be paid for the stock.

4. Drawing of By-Laws:

The stockholder shall have the responsibility and authority to draw the by-laws.

ARTICLE VII. Amendment of Articles of Incorporation

These articles of incorporation may be amended, from time to time, by a majority vote of the stockholders, viz., the holders of over 50 per centum of the outstanding stock.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of this corporation, have set my hand and seal, this 29 day of March, 2000, for the purpose of forming this corporation under the laws of the state of Florida.

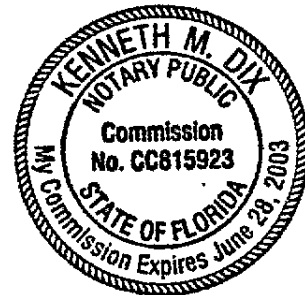
Wendell G. Carl (SEAL)
WENDELL G. CARL

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

Before me, the undersigned authority, personally appeared Wendell G. Carl, personally known to me, and he subscribed the foregoing articles of incorporation and acknowledged before me that he subscribed them for the purposes of forming a Florida corporation whose name shall be "Transport Solutions International, Inc.".

WITNESS my hand and official seal in the state and county last aforesaid, the 29th day of March, 2000.

Kenneth M. Dix
Kenneth M. Dix, Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE
OF
RESIDENT AGENT APPOINTMENT

I, Wendell G. Carl, having the post office address and the business address of 129 N.W. 13th Street, Suite D-22, Boca Raton, Florida 33432, having been appointed resident agent for Transport Solutions International, Inc., do hereby accept that appointment as resident agent for said corporation.

Witness my hand and seal at Boca Raton, Florida, this
29 day of March, 2000.

Wendell G. Carl (SEAL)
Wendell G. Carl