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Secretary of State
Corporation Division
409 East Gaines Street
Tallahassee, FL 32399

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-08/22/00--01063--001
****280.00 *****70.00

RE: Road Runner Cargo, Inc.
Hercules Cargo & Transit, Inc.
East Coast Cargo, Inc.
Southern States Cargo & Transportation, Inc.

Gentlemen:

Enclosed herewith is our check in the amount of \$280.00 (\$70.00 filing fee for each corporation) and original and one copy of the Articles of Incorporation of each of the above referenced corporations.

I would appreciate your acknowledgment of these filings at your earliest convenience.
Thank you for your assistance.

Sincerely,

Ed W. Buttner IV

Edward W. Buttner, IV

This portion can be removed for Recipient's records.			
te	8-21-00	FedEx Tracking Number	821592470182
nder's me	JOANNE KRAUSE		Phone 904 281-0080
Company	BUTTNER HAMMOCK & CO PA		
Address	7800 BELFORT PKWY STE 165		
	JACKSONVILLE	State FL	ZIP 32256
ur Internal Billing Reference	N/C		

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

8-26-00
WC

ARTICLES OF INCORPORATION
OF
ROAD RUNNER CARGO, INC.

We, the undersigned natural persons of the age of twenty-one or more, acting as Director and Incorporator under the provisions of the Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be:

ROAD RUNNER CARGO, INC.

ARTICLE II

Principal Place of Business

The principal place of business is to be located at 7800 Belfort Parkway, Suite 165, Jacksonville, Florida 32256.

ARTICLE III

Term of Existence

The duration of this corporation is to be perpetual.

ARTICLE IV

Purpose

To operate a freight handling and freight brokerage services of all kinds and generally to do and perform everything necessary for carrying out the aforesaid purposes, and to engage in such other business or businesses, whether related thereto or not, as may be approved by the Board of Directors and which businesses are permitted by the laws of the State of Florida.

ARTICLE V

Stock Clause

The aggregate number of shares of stock which this corporation shall have the authority

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TALLAHASSEE, FLORIDA

to issue shall be five hundred (500) shares of common stock, each with a par value of One (\$1.00) Dollar.

ARTICLE VI

Minimum Capital

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VII

Subscribers, Incorporators and Directors

The names and addresses of the Subscribers, Incorporators and Directors are:

<u>Name</u>	<u>Shares Subscribed</u>	<u>Address</u>
Edward W. Buttner, IV Subscriber, Incorporator and Director	500	7800 Belfort Parkway Suite 165 Jacksonville, FL 32256

ARTICLE VIII

Informal Shareholder Action

Any action of the shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

ARTICLE IX

Directors

The management and control of this corporation shall be vested in a Board of Directors comprised of at least one director. The Board of Directors shall be elected by the shareholders of the corporation at each annual meeting to be held at the principal office of the corporation on such day and time of year as the By-Laws of this corporation shall provide. At any meeting of

the Board of Directors, it shall be necessary that a majority of the then existing Board of Directors vote in favor of any motion, resolution or action taken in order that the same become effective and be the act and deed of the corporation and the Board of Directors thereof.

ARTICLE X

Officers

The officers of this corporation shall be chosen by the Board of Directors and shall consist of a President, Vice President, Secretary and Treasurer. The Board of Directors may also from time to time provide for and elect all other officers or committees which to their Board may seem expedient. Two or more offices may be held by the same person. The officers who are to conduct the business of the corporation and shall serve as such until the next annual election of officers shall be as follows:

President/Vice President
Secretary/Treasurer

Edward W. Buttner, IV
7800 Belfort Parkway
Suite 165
Jacksonville, FL 32256

ARTICLE XI

Seal

The seal of this corporation shall be a circular impression bearing in the center thereof the words "CORPORATE SEAL - 2000 - FLORIDA" and around the circumference thereof the words "ROAD RUNNER CARGO, INC."

ARTICLE XII

Registered Office and Registered Agent

The address of the registered office of this corporation is 9800 Fourth Street North, Suite 403, St. Petersburg, Florida 33702. The name of the initial registered agent of this corporation at that address is: George E. Owen, Jr.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of this corporation, execute these Articles of Incorporation and certify to the truth of the facts herein stated this 18th day of August, 2000.

Ed W. Buttner, IV
EDWARD W. BUTTNER, IV

STATE OF FLORIDA
COUNTY OF DUVAL

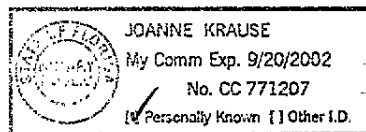
BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared EDWARD W. BUTTNER, IV, who, after being first duly cautioned and sworn, depose and say that he has affixed his name to the foregoing Articles of Incorporation of ROAD RUNNER CARGO, INC., as the original subscriber to said corporation for the purpose therein stated. I relied upon the following form of identification: _____ or personally known.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 18th day of August, 2000.

Joanne Krause
NOTARY PUBLIC

Print Name: Joanne Krause

My Commission Expires: 9-20-02



DESIGNATION OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, the following Certificate is submitted in compliance therewith:

IT IS HEREBY DECLARED that ROAD RUNNER CARGO, INC. is desirous to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, and has named GEORGE E. OWEN, JR., located at 9800 Fourth Street North, Suite 403, St. Petersburg, Florida 33702, as its agent to accept service of process in the State of Florida.

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF PINELLAS

Having been named to accept service of process for the above stated corporation at the place designated in the above Certificate, I hereby accept to act in this capacity, and I agree to comply with all of the provisions of said Act.


GEORGE E. OWEN, JR.

Personally sworn to and subscribed before me this 2 day of August, 2000. I relied upon the following form of identification: _____ or personally known _____


NOTARY PUBLIC

Printed Name: MICHELE SCHIBLER
Notary Public - State of Florida
My Commission Expires
December 14, 2003
CC878844