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FLORIDA PROFIT CORPORATION OR P.A.**LINK WORLDWIDE LOGISTICS, INC.**

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ARTICLES OF INCORPORATION
OF
LINK WORLDWIDE LOGISTICS, INC.
A FLORIDA CORPORATION

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The undersigned, acting as Incorporator of LINK WORLDWIDE LOGISTICS, INC., a Florida corporation (the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is LINK WORLDWIDE LOGISTICS, INC. and the street address of the initial principal office of the Corporation is 4699 North Federal Highway, Suite 209, Deerfield Beach, Florida 33064.

ARTICLE II

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III

CAPITAL STOCK

The Corporation is authorized to issue One Hundred Million (100,000,000) shares of one tenth of a penny (\$.001) par value Common Stock and Ten Million (10,000,000) shares of one tenth of a penny (\$.001) Preferred Stock.

The holders of record of the Common Stock and the Preferred Stock shall be entitled to cash dividends when, as and if declared by the Board of Directors, and as to Preferred Stock at the rate per share per annum and at the time and in the manner determined by the Board of Directors in the resolution authorizing each series of Preferred Stock.

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In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the outstanding Preferred Stock shall be entitled to the amount payable upon their shares as determined by the Board of Directors in the resolution authorizing each series of Preferred Stock. After payment to the holders of the Preferred Stock of the amount payable to them as set forth above, the remaining assets of the Corporation shall be payable to, and distributed ratably among, the holders of record of the Common Stock in accordance with the resolutions of the Board of Directors authorizing each series of Common Stock.

The Board of Directors is hereby expressly authorized to issue the Common Stock or Preferred Stock of the Corporation in one or more series as it may determine by resolution from time to time. In the resolution establishing a series, the Board of Directors shall give to the series a distinctive designation so as to distinguish it from all other series and classes of stock, shall determine the number of shares in such series and shall fix the relative rights and preferences thereof. Between series, the Board of Directors may establish variations as to the following: (1) the rate of dividends; (2) the manner of payment of dividends; (3) whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption; (4) the amount payable upon shares in the event of involuntary liquidation; (5) the amount payable upon shares in the event of voluntary liquidation; (6) sinking fund provisions, if any, for the redemption or purchase of shares; (7) the terms and conditions, if any, upon which shares may be converted; and (8) voting rights, if any. In all other respects, shares of the Preferred Stock of the Corporation shall be identical, and all of the shares of any one series shall be alike in every particular. The rights of the Common Stock of the Corporation will be subject to the preferences of the Preferred Stock in the distribution of the dividends or the distribution of assets in the event of liquidation and may be subject to other relative rights and preferences of other series of Common Stock or Preferred Stock as fixed from time to time by the Board of Directors.

All stock of the Corporation, including Common Stock and Preferred Stock, shall be issued only upon the receipt of the full consideration fixed for the issuance of such stock. Said stock, once issued, shall be fully paid and nonassessable.

No holder of shares of any class of the Corporation shall have any preemptive rights to subscribe for or acquire additional shares of the Corporation of the same or any other class, whether such shares shall be hereby or hereafter authorized; and no holder of shares of any class of the Corporation shall have any right to acquire any shares which may be held in the treasury of the Corporation; all such additional or treasury shares may be issued for such consideration, at such time, and to such person or persons as the Board of Directors may from time to time determine.

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ARTICLE IVINCORPORATOR

The name and address of the Incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Gerald W. Gitter, Esq. English, McCaughan & O'Bryan, P.A.	100 NE Third Avenue Suite 1100 Fort Lauderdale, FL 33301

ARTICLE VBOARD OF DIRECTORS

The Board of Directors shall be divided into three classes, designated Class I, Class II and Class III, as nearly equal in number as possible and the term of office of directors of one class shall expire at each annual meeting of shareholders, and in all cases as to each director, until his successor shall be elected and shall qualify, or until his earlier resignation, removal from office, death or incapacity. The initial term of office of directors of Class I shall expire at the annual meeting of shareholders in 2001; that of Class II shall expire at the annual meeting in 2002; and that of Class III shall expire at the annual meeting in 2003. At each annual meeting of shareholders, the number of directors equal to the number of directors of the class whose term expires at the time of such meeting (or, if less, the number of directors properly nominated and qualified for election) shall be elected to hold office until the third succeeding annual meeting of shareholders after their election. Paul R. Johnson shall be the sole/initial director and shall be a Class III director. Additional directorships resulting from an increase in number of directors shall be apportioned among the classes as equally as possible. Vacancies, including vacancies created from an increase in the size of the Board of Directors, shall be filled by the affirmative vote of a majority of the entire Board.

ARTICLE VIBUSINESS COMBINATION BY SHAREHOLDER APPROVAL

The affirmative vote of the holders of not less than two-thirds of the outstanding shares of Common Stock of the Corporation shall be required for the approval or authorization of any Business Combination (as hereinafter defined); provided, however,

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that such two-thirds voting requirement shall not be applicable if the Board of Directors of the Corporation shall have approved of such Business Combination by a resolution adopted by the affirmative vote of at least 65% of the members of the Board of Directors.

ARTICLE VII

BUSINESS COMBINATION BY BOARD APPROVAL

The Board of Directors of the Corporation, when evaluating any offer of another party (a) to make a tender offer for any securities of the Corporation or (b) to effect a Business Combination (as hereinafter defined) shall, in connection with the exercise of its judgment in determining what is in the best interests of the Corporation as a whole, be authorized to give due consideration to such factors as the Board of Directors determines to be relevant, including without limitation:

- (i) the interests of the Corporation's shareholders;
- (ii) whether the proposed transaction might violate federal or state laws;
- (iii) the consideration being offered in the proposed transaction, in relation to the then current market price for the outstanding shares of Common Stock of the Corporation over a period of years, the estimated price that might be achieved in a negotiated sale of the Corporation as a whole or in part or through orderly liquidation, the premiums over market price for the securities of other companies engaged in similar transactions, current political, economic and other factors bearing on securities' prices and the Corporation's financial condition and future prospects; and
- (iv) the social, legal and economic effects upon employees, suppliers, customers and others having similar relationships with the Corporation, and the communities in which the Corporation conducts its business.

In connection with any such evaluation, the Board of Directors is authorized to conduct such investigations and to engage in such legal proceedings to test the legal propriety of proposed offers or transactions as the Board of Directors may determine.

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ARTICLE VIII

BUSINESS COMBINATION BY FAIR PRICE THRESHOLD

The affirmative vote of the holders of not less than two-thirds of the outstanding shares of the Corporation's Common Stock (other than the shares beneficially owned by an "Acquiring Person" as hereinafter defined) shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined) of the Corporation or any subsidiary of the Corporation with any Acquiring Person, notwithstanding the fact that no vote may be required, or that a lesser percentage may be specified by law or otherwise; provided, however, that the two-thirds outstanding Common Stock requirement shall not be applicable and such Business Combination shall require only such affirmative vote as is required by law or otherwise if: (i) the Board of Directors of the Corporation by at least 65% vote has expressly approved such Business Combination either in advance of or subsequent to such Acquiring Person becoming an Acquiring Person; or (ii) as of the date of the consummation of a Business Combination, the holders of a particular class or series of capital stock, as the case may be, of the Corporation receive a Fair Price as such term is defined in subsection (c) below.

For the purpose of this Article:

- (a) The term "Business Combination" shall mean any: (i) merger or consolidation of the Corporation or a subsidiary of the Corporation with an Acquiring Person or any other corporation which is or after such merger or consolidation would be an "Affiliate" or "Associate" (as hereinafter defined) of an Acquiring Person; (ii) sale, lease or transfer (in one transaction or a series of transactions) with any Acquiring Person or any Affiliate of any Acquiring Person, of all or substantially all of the assets of the Corporation or of a subsidiary of the Corporation to an Acquiring Person or any Affiliate or Associate of any Acquiring Person; (iii) adoption of any plan or proposal for the liquidation or dissolution of the Corporation proposed by or on behalf of an Acquiring Person or any Affiliate or Associate of any Acquiring Person; (iv) reclassification of securities (including any reverse stock split) or recapitalization of the Corporation or any other transaction that would have the effect, either directly or indirectly, of increasing the proportionate ownership of any class of equity or convertible securities of the Corporation or any subsidiary of the Corporation which is directly or indirectly beneficially owned by an Acquiring Person or any Affiliate or Associate of any Acquiring Person; and (v) an agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination.

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- (b) The term "Fair Market Value" shall mean: (i) in the case of shares, the highest closing sale price quoted during the 30-day calendar period immediately preceding the consummation of the Business Combination on the National Association of Securities Dealers, Inc. automated quotations system or any similar system then in general use, or if such shares are listed on an exchange, the highest closing bid quotation with respect to the shares during the 30-day calendar period preceding the date in question, or, if no such quotations are available, the fair market value of a share on the date in question as determined by 65% of the Board of Directors; and (ii) in the case of property other than cash or shares, the fair market value of such property on the date in question as determined by 65% of the Board of Directors.
- (c) The term "Fair Price" shall mean that the aggregate amount of cash and the Fair Market Value of consideration other than cash to be received per share are at least equal to the highest of the following: (i) if applicable, the highest per share price, including any brokerage commissions, transfer taxes, and soliciting dealers' fees, paid by the Acquiring Person for any shares acquired by it within the two year period immediately preceding the consummation of the Business Combination or the transaction in which it became an Acquiring Person, whichever is higher; or (ii) the Fair Market Value per share.
- (d) The term "Person" shall mean any individual, firm, corporation or other entity and shall include any group comprised of any Person and any other Person with whom such person or any Affiliate or Associate of such Person has any agreement, arrangement or understanding, directly or indirectly, for the purpose of acquiring, holding, voting or disposing of voting stock of the Corporation.
- (e) The term "Acquiring Person" shall mean any Person (other than the Corporation, or any subsidiary or any profit-sharing, employee stock ownership or other employee benefit plan of the Corporation or any subsidiary or any trustee of or fiduciary with respect to any such plan when acting in such capacity) who or which: (i) is the Beneficial Owner (as hereinafter defined) of 15% or more of the outstanding Common Stock of the Corporation; (ii) is an Affiliate or Associate of the Corporation and at any time within the two year period immediately prior to the date in question was the Beneficial Owner of 15% or more of the outstanding Common Stock of the Corporation; or (iii) is at such time an assignee of or has otherwise succeeded to the beneficial ownership of any shares of outstanding Common Stock of the Corporation which were at any time within the two year period immediately prior to such time beneficially owned by any Acquiring Person, if such assignment or succession shall have occurred in the course of a

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transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

- (f) A Person shall be a Beneficial Owner of any Common Stock: (i) which such Person or any of its Affiliates or Associates beneficially owns, directly or indirectly; or (ii) which such person or any of its Affiliates or Associates has, directly or indirectly, (a) the right to acquire whether such right is exercisable immediately or not, pursuant to any agreement, arrangement or understanding or upon the exercise of conversion rights, exchange rights, warrants or options, or otherwise, or (b) the right to vote pursuant to any agreement, arrangement or understanding;
- (g) The terms "Affiliate" or "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on September 3, 1991.
- (h) An Acquiring Person shall be deemed to have acquired a share of the Common Stock of the Corporation at the time when such Acquiring Person became the beneficial owner thereof.

ARTICLE IX

NUMBER OF DIRECTORS

The Board of Directors of the Corporation shall consist of not fewer than one (1) nor more than seven (7) members. The minimum and maximum number may be changed only upon the affirmative vote of at least two-thirds (2/3) of the outstanding Common Stock of the Corporation. Within such limits, the number of directors shall be determined, and may be changed from time to time, solely by a resolution adopted by the affirmative vote of a majority of the Board of Directors of the Corporation. Directors need not be shareholders. Each director shall hold office until his successor is elected and qualified, or until his earlier death, resignation or removal.

ARTICLE X

AMENDMENT TO ARTICLES OF INCORPORATION

Notwithstanding anything contained in this Article of Incorporation to the contrary, the affirmative vote of at least two-thirds (2/3) of the outstanding shares of Common Stock of the Corporation shall be required to amend or repeal any of Articles IV, VII, VIII, IX, X or XI of the Articles of Incorporation, or to adopt any provision inconsistent therewith.

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ARTICLE XISEVERABILITY

In the event that all, some or any part of any provision contained in these Articles of Incorporation shall be found by any court of competent jurisdiction to be illegal, invalid or unenforceable (as against public policy or otherwise), such provision shall be enforced to the fullest extent permitted by law and shall be construed as if it had been narrowed only to the extent necessary so as not to be invalid, illegal or unenforceable; the validity, legality and enforceability of the remaining provisions of this Article of Incorporation shall continue in full force and effect and shall not be effected or impaired by such illegality, invalidity or unenforceability of any other provision (or any other part or parts thereof) of this Article of Incorporation. If, and to the extent that any provision contained in this Article of Incorporation violates any rule of a securities exchange or automated quotation system on which securities of the Corporation are traded, the Board of Directors is authorized, in its sole discretion, to suspend or terminate such provision for such time or periods of time and subject to such conditions as the Board of Directors shall determine in its sole discretion.

ARTICLE XIIINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 100 Northeast Third Avenue, Suite 1100, Fort Lauderdale, Florida, and the name of the initial Registered Agent of the Corporation at that address is EMO Corporate Services, Inc.

The undersigned incorporator hereby acknowledges that the foregoing Article of Incorporation is his act and deed and that the facts stated therein are true.



GERALD W. GRITTER, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for LINK WORLDWIDE LOGISTICS, INC. at the place designated in the foregoing Articles of Incorporation, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Business Corporation Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

EMO CORPORATE SERVICES, INC;
Initial Registered Agent

Dated:

Sept 19, 2000

By:

Patricia L. Donahoe
Patricia L. Donahoe, Assistant Secretary

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