

P 00000094950
Guiducci & Guiducci, P.C.

ATTORNEYS AT LAW
1623 RACE STREET
DENVER, CO 80206-1111

EDWARD J. GUIDUCCI
DEBORAH K. GUIDUCCI

TELEPHONE (303) 355-3463
FAX (303) 355-4722

September 5, 2000

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

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Re: incorporation of R & S EXPRESS, INC.

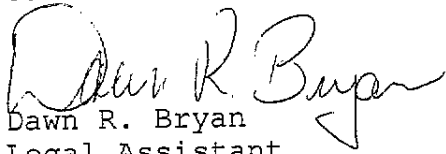
Ladies and Gentlemen:

Enclosed please find one original Articles of Incorporation for the above-named corporation which I request you file in your usual manner. I have also enclosed a check in the amount of \$78.75 for the filing fee and certified copy and a return envelope for your use.

Thank you for your assistance in the matter and if you have any questions, please do not hesitate to contact this office.

Very truly yours,

GUIDUCCI & GUIDUCCI, P.C.


Dawn R. Bryan
Legal Assistant

Enclosures

cc: Steve Gibson

FILED
00 OCT -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSE
OCT 9 2000

W-22492



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED
SEP 18 2000
GUIDUCCI & GUIDUCCI, P.C.

September 14, 2000

DAWN R BRYAN LEGAL ASSISTANT
GUIDUCCI & GUIDUCCI
1623 RACE STREET
DENVER, CO 80206-1111

SUBJECT: R & S EXPRESS, INC.
Ref. Number: W00000022492

We have received your document for R & S EXPRESS, INC. and your check(s) totaling \$78.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 200A00048546

**ARTICLES OF INCORPORATION
OF
R & S EXPRESS, INC.**

FILED
00 OCT -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS, that I, Ronald Harvey Church, being over the age of 21 years, acting as incorporator of a Corporation under Florida law desiring to associate as a for profit Corporation under the name of R & S EXPRESS, INC. for the purpose of becoming a body corporate and politic under and by virtue of the laws of the State of Florida and in accordance with provisions of said laws, does hereby make, execute and accept these Articles in writing of my intention to so become a body corporate under and by virtue of such laws.

FIRST

The Corporation name of said Corporation shall be R & S EXPRESS, INC.

SECOND

The period of the Corporation's duration is perpetual.

THIRD

The objects for which the said Corporation is formed and incorporated are:

1. To own and operate a trucking services company; to perform all necessary and proper related services and activities in connection therewith; and

2. To deal in, manage, sell or trade or lend money, acquire buildings and real estate, and deal in other commercial matters.

3. To manufacture, install, buy sell, import, export and generally deal in all kinds of merchandise, supplies, equipment, and other products and to conduct such business as a manufacturer, wholesaler, distributor, dealer, and retailer, and to transact and carry on this business or any part thereof without restriction or limit as to amount in any state in the United States of America or elsewhere.

4. To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, secure, own, hold, use,

operate, contract, or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letters patent, patents, patent rights, patents applied for or to be applied for, trademarks, trade names and symbols, distinction marks and indications of origin or ownership, copyrights, syndicate rights, inventions, discoveries, devices, machines, improvements, license processes, data and formulas of any and all kinds granted by, or recognized under, or pursuant to the laws of the United States of America, or of any other country or countries whatsoever; and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the Corporation may think calculated, directly or indirectly, to effectuate these objects.

5. To conduct and carry on any other business, retail, wholesale, or otherwise which may be advantageous or useful in connection with the general business of the Corporation.

6. To own, rent, lease, buy, hold, sell, or operate offices, branches, buildings, warehouses, manufacturing plants, or other accommodations in connection with the carrying on of the general business of the Corporation.

7. To make and perform contracts of any kind and description in carrying on its business and for the purpose of obtaining or furthering any of its objects to buy, hold, sell, exchange, lease, or otherwise dispose of, mortgage or pledge any and all kinds of property whether real or personal of whatsoever kind or nature for the Corporation's own account, and for the accounts of others whenever the occasion may arise.

8. To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the laws which the Corporation is organized; and any and all acts amendatory thereof and supplemental thereto.

9. To conduct business in the State of Florida, other states, the District of Columbia, the territories and colonies of the United States and in foreign countries and to have one or more offices outside the State of Florida, as well as within the said state, and to hold, purchase, mortgage, and convey real and personal property outside the State of Florida, as well as within said State.

10. To acquire by purchase, lease, or otherwise, upon such terms and conditions and in such manner as the Board of Directors of the Corporation shall determine or agree to, all or any part of

the property, real, personal, or mixed, tangible or intangible, of any nature whatsoever, including the good will, business, and rights of all kinds of any other Corporation, or of any person, firm or association, which may be useful or convenient in the business of the Corporation.

11. To borrow or raise money without limit, and upon any terms for any purpose of this Corporation or any corporation, association, firm syndicate or individual having a business or property which this Corporation determines to finance, promote, or become interested in.

12. To set up and operate subsidiary organizations and firms in this city and in other cities, and to hold stock in other companies and corporations, and to assist the promotion of the businesses and firms, and to enter into partnership in joint ventures with the companies and corporations and to otherwise engage in general business affairs.

13. To do any and all acts suitable or proper for the attainment and accomplishment of the objects, or any of them, hereinabove set forth, either alone or in connection with other individuals, firms or corporations, either as principals or agents; and to do any and all acts and things and to exercise any and all powers which now or hereafter may be authorized by law; all of said acts as stated herein to be done by the officers of said Corporation and under the direction of the Board of Directors, as set forth in the By-Laws of said Corporation.

FOURTH

The total number of shares authorized shall be Ten Thousand (10,000) all such shares shall be common and all such shares shall have \$.01 par value and when issued shall be fully paid and nonassessable.

FIFTH

The affairs and management of our said Corporation shall be under the control of a Board of Directors consisting of the following members:

Ronald Harvey Church:

105 Eva Street
Sebring, Florida 33875

SIXTH

The principal office of said corporation shall be located in the State of Florida, at the address known to be 105 Eva Street, Sebring, Florida 33875, or at such other place or places as the Board of Directors shall determine.

SEVENTH

The initial registered office of the Corporation shall be at be 105 Eva Street, Sebring, Florida 33875, and the initial registered agent at said address shall be Ronald Harvey Church.

EIGHTH

The Board of Directors shall have full powers to make such By-Laws as they may deem proper for the management of the affairs of this Corporation not inconsistent with the laws of the State of Florida, and these Articles of Incorporation, and shall have the right to alter, amend, and repeal the same at any regular or special meeting by a majority vote of the directors present at such meeting. The Board of Directors may from time to time fix the salary and compensation of officers and other employees of the Corporation.

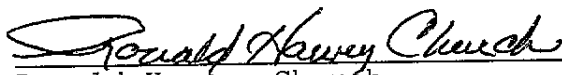
NINTH

Cumulative voting shall not be allowed.

TENTH

Should any Court of the State of Florida declare any section, line, word, or part hereof, to be unconstitutional or contrary to the laws of the State of Florida, then such decision shall affect only the section, line, word, or provision declared to be unlawful or unconstitutional and shall not affect any other section, line, word, or provision of these Articles of Incorporation.

IN WITNESS WHEREOF, I, the said Incorporator, have hereunto set my hand and seal this 1st day of September, 2000.


Ronald Harvey Church
Incorporator and Registered Agent
105 Eva Street
Sebring, Florida 33875

STATE OF

)

) ss.

County of

)

I, Tara D. Fyock, a Notary Public in and for the City, County and State as aforesaid, hereby certify that Ronald Harvey Church, whose name is subscribed to the annexed and foregoing Articles of Incorporation appeared before me this day in person and acknowledged that he signed, sealed, and delivered the said instrument of writing as his free and voluntary act, for the uses and purposes therein set forth.

SUBSCRIBED AND SWORN TO before me this 1 day of

September, 2000.

Tara D. Fyock
NOTARY PUBLIC


My Commission expires 12/9/03

TARA D. FYOCK
Notary Public, Genesee County, MI
My Commission Expires Dec. 9, 2003

CONSENT TO APPOINTMENT AS REGISTERED AGENT

September 20, 2000

I, Ronald Harvey Church, the designated registered agent of the proposed ~~Colorado~~ ^{Florida} Corporation, R & S Express, Inc., hereby grants my consent to the appointment as the initial registered agent and accept the duties and responsibilities as registered agent.


Ronald Harvey Church
Registered Agent

FILED
00 OCT -5 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA