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BOOKKEEPING FOR TRUCKERS, INC.

12311 E. Cornell Ave. • Unit 23 • Aurora, CO 80014-3323 • (303) 750-4930 • Fax (303) 750-6715

December 18, 2000

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

00 DEC 22 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SUBJECT: P.A.C.E. Transport, Inc.

Enclosed is an original and two (2) copies of Articles Of Incorporation, and a check for:

\$78.75 Filing Fee and Certified Copy

FROM: Debora C. Reher
12311 E. Cornell Ave. #23
Aurora, CO 80014-3323
(303) 750-4930

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
P.A.C.E. Transport, Inc.

The undersigned natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Florida Corporations Act (hereinafter referred to as the "Act"), adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is P.A.C.E. Transport, Inc. The term of duration is perpetual.

ARTICLE II

Purposes and Powers

Section 1. **In general.** The purposes for which the corporation is organized are as follows:

(a) **General Purposes.**

1. To engage in any and all lawful purposes as allowed by applicable Florida or Federal Law.

(b) **Ancillary Purposes.**

1. To acquire the good will, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation to pay for the same cash, the stock of this company, bonds or otherwise; to hold, or in any manner dispose of the whole or part of the property so purchased to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

2. To guarantee purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, or otherwise dispose of shares of the capital stock, bonds, or other evidence of indebtedness created by other corporations, and while the holder of such stock to exercise all the rights and privileges of ownership including the right to vote thereon, to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, apply for, register, hold, use, sell, or in any manner dispose of and to grant licenses or other rights, and in any manner deal

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with patents, inventions, improvements, processes, formulas, trademarks, trade names, rights and licenses secured under letters, patent, copyright or otherwise.

4. To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm, association or corporation, town, city, county, political body, state, territory, government, colony, or dependency thereof.

5. To borrow money for any other purposes of the Corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable transferable instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance, or assignment in trust of the whole or any part of the property of the Corporation at the time owned or thereafter acquired.

6. To purchase, take, own, hold, deal in, mortgage or otherwise pledge, and to lease, sell, exchange, convey, transfer, or in any manner whatever dispose of real property, within or without the State of Florida.

7. To purchase, hold, sell, and transfer the share of its capital stock.

8. To have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Florida, without restriction as to place or amount.

9. To do any and all of the things herein set forth as principal, agent, contractor, trustee, partner, or otherwise, alone or in company with others.

10. To carry on any lawful business or businesses within or without the State of Florida, in the United States of America, and its territories and possessions.

11. To do any and all things and to exercise any and all powers expressed in applicable Florida Statutes.

12. To indemnify a director, officer, or employee or former director, officer, or employee of the Corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty.

13. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

14. The objects and purposes specified herein shall be regarded as independent objects and purposes, and, except where otherwise expressed, shall be in no

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way limited nor restricted by reference to or inference from the terms of any other clause or paragraph of this certificate of incorporation.

15. The Corporation is further organized for any legal and lawful purpose pursuant to the Florida Corporation Code.

ARTICLE III

Authorized Shares

Section 1. **Number of Shares.** The aggregate number of shares which the Corporation shall have authority to issue is 100 shares of capital stock without par value.

Section 2. **Stated Capital.** The sum of (1) the amount of consideration received by the Corporation for all shares of the Corporation that have been issued, except such part of the consideration therefore as may have been allocated to capital surplus in a manner permitted by law, and (2) such other amounts as have been transferred to stated capital of the Corporation, whether upon the issue of shares as a share dividend or otherwise, minus all reductions from such sum as have been effected in a manner permitted by law, shall be the stated capital of the Corporation at any particular time.

Section 3. **Dividends.** The holders of the capital stock shall be entitled to receive, when and as directed by the Board of Directors, out of the unreserved earned surplus of the Corporation, or as otherwise provided by the Florida Corporation Act, dividends payable either in cash, in property, or in shares of the capital stock of the Corporation.

Section 4. **Classes.** The shares of the Corporation are not to be divided into classes.

Section 5. **Series.** The Corporation is not authorized to issue shares in series.

Section 6. **Cumulative Voting.** Cumulative voting shall not be allowed.

Section 7. **Pre-Emptive Rights.** The Pre-Emptive Right of a shareholder to acquire unissued or treasury shares or securities convertible into shares or carrying stock purchase warrants or privileges is allowed.

ARTICLE IV

Provisions for Regulation of the Internal Affairs of the Corporation

Section 1. **Meetings of Shareholders.** Meetings of the shareholders of the Corporation may be held at such place, either within or outside the State of Florida, as may be provided in the By-Laws. In the absence of any such provisions, all meetings, shall be held at the registered office of the Corporation.

Section 2. **Meetings of Directors.** Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

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Section 3. **By-Laws.** The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or the Articles of Incorporation.

Section 4. **Interest of Directors in Contracts.** Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 5. **Amendments to Articles of Incorporation.** The Corporation reserves the right from time to time to amend, alter, or repeal, or add any provision to its Articles of Incorporation in the manner prescribed by the Act.

ARTICLE V

Address of Initial Registered Agent and Name of Initial Registered Agent

Section 1. **Registered Office.** The address of the initial registered agent of the Corporation is 2311 Rogers Rd., Lakeland, Florida 33813.

Section 2. **Registered Agent.** The name of the registered agent of the Corporation is Debora C. Reher.

ARTICLE VI

Section 1. **Initial Board of Directors.** The initial Board of Directors shall consist of three members who do not need to be residents of the State of Florida or shareholders of the Corporation.

Section 2. **Names and Addresses.** Names and addresses of the person(s) who are to serve as director(s) until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

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Name	Address	City	State	Zip
Melvin Lewis	1017 Bond St.	Elizabeth	NJ	07201
Lewis E. Engledow	3083 S. Andes St.	Aurora	CO	80014
Debora C. Reher	12311 E. Cornell Ave. #23	Aurora	CO	80014

Section 3. **Increase or Decrease of Directors.** The number of directors may be increased or decreased from time to time by amendment of the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a By-Law fixing the number of directors, the number shall remain at three.

ARTICLE VII

Data Respecting Officers

Section 1. **Initial Corporation Officers.** The initial Officers of the Corporation shall consist of persons who do not need to be a resident of the State of Florida or a shareholder of the Corporation.

Section 2. **Names and Addresses.** Names and addresses of the person(s) who are to serve as officer(s) until the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

Name	Address	City	State	Zip
Melvin Lewis (President and Director)	1017 Bond St.	Elizabeth	NJ	07201
Lewis E. Engledow (Vice President and Director)	3083 S. Andes St.	Aurora	CO	80014
Debora C. Reher (Secretary/Treasurer and Director)	12311 E. Cornell Ave. #23	Aurora	CO	80014

ARTICLE VIII

Data Respecting Incorporators

Section 1. **Incorporator(s).** The incorporator(s) of the Corporation shall consist of the following persons with the following addresses:

Name	Address	City	State	Zip
Debora C. Reher	12311 E. Cornell Ave. #23	Aurora	CO	80014

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ARTICLE IX

Principal Place of Business

Section 1. **Principal Place of Business.** The principal place of business shall be at 2311 Rogers Rd., Lakeland, Florida 33813.

IN WITNESS WHEREOF, the undersigned, being the entire incorporator(s) designated in Article VIII, execute these Articles of Incorporation and certify to the truth of the facts therein stated, this 18th day of December, 2000.

Debora C. Reher
Debora C. Reher
Incorporator

STATE OF COLORADO }
COUNTY OF ARAPAHOE } ss.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the state of Colorado, certify that Debora C. Reher, being the incorporator referred to in Article VIII of the foregoing Articles of Incorporation, personally appeared before me and swore to the following truth of the facts therein stated.

WITNESS MY HAND and Official Seal this 18 day of December, 2000.

My Commission Expires June 17, 2003

SEAL

Notary Public:

Address:

Jandra A. Mac
3986 S. Bahama St.
Aurora, CO 80013

Consent of Registered Agent:

I consent to act as the initial Registered Agent for the Corporation.

Debora C. Reher
Debora C. Reher, Registered Agent