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February 7, 2001

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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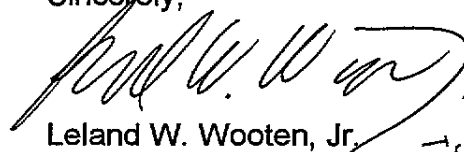
RE: Sullivan/Zick Enterprises, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office for the above corporation and our check in the amount of \$70.00. Also enclosed is a photocopy of the same, which I would appreciate your date stamping and returning to me in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter.

Sincerely,


Leland W. Wooten, Jr.

LWW/cf
Enclosures

cc: Edward R. Sullivan, III

FILED
01 FEB -9 AM 12:18
SECRETARY OF STATE
TALLAHASSEE, FL 32314

2-12-01
WC

**ARTICLES OF INCORPORATION
OF
SULLIVAN/ZICK ENTERPRISES, INC.**

FILED
01 FEB -9 AM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is: SULLIVAN/ZICK ENTERPRISES, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is to engage in and operate a freight brokering business, and to transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 1,000. Such shares shall be a single class of common stock of a par value of \$1.00.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to

purchase his or pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office and the initial registered office of this corporation is 4641 Ashbury Road, Cocoa, FL 32927, and the name of the initial registered agent of this corporation at that address is EDWARD R. SULLIVAN, III.

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the persons who are to serve as members of the initial Board of Directors are:

- | | | | |
|-----|---|-----|--|
| (1) | Edward R. Sullivan, III
4641 Ashbury Road
Cocoa, FL 32927 | (2) | John J. Zick
660 S. Banana River Dr.
Merritt Island, FL 32952 |
| (3) | Sheila D. Rains
4641 Ashbury Road
Cocoa, FL 32927 | (4) | Holly J. Zick
660 S. Banana River Dr.
Merritt Island, FL 32952 |

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles are:

Edward R. Sullivan, III
4641 Ashbury Road
Cocoa, FL 32927

ARTICLE IX - EXAMINATION OF CORPORATE RECORDS

The Board of Directors from time to time shall determine whether and to what extent, and at which times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the shareholders, and no shareholder shall have any right to inspect any document of the

corporation, except as conferred by statute or authorized by the Board of Directors, or by resolution by the shareholders.

ARTICLE X - OFFICERS NOT REQUIRED TO BE SHAREHOLDERS

No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a director or officer, or are directors or officers, of such other corporation, and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in, any such contract or transaction of the corporation, or in which the corporation is interested, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from his contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may in anywise be interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 07 day of February, 2001.

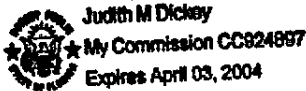

EDWARD R. SULLIVAN, III

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared EDWARD R. SULLIVAN, III, who by me being duly sworn, who is personally known to me or who produced as identification, and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 7th day of February, 2001.

(SEAL)



Judith M. Dickey
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is SULLIVAN/ZICK ENTERPRISES, INC.
2. The name and address of the Registered Agent and office is:

Edward R. Sullivan, III
4641 Ashbury Road
Cocoa, FL 32927

FILED
01 FEB -9 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FL 32399



EDWARD R. SULLIVAN, III
Title: Incorporator/Director
Date: 02-07-, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



EDWARD R. SULLIVAN, III
Registered Agent
Date: 02-07-, 2001