

P010000021078

BROOKS C. MILLER, P.A.  
ATTORNEYS AND COUNSELORS AT LAW  
1690 FIRST UNION FINANCIAL CENTER  
200 SOUTH BISCAYNE BOULEVARD  
MIAMI, FLORIDA 33131-2311

E-MAIL: BMILLER@BROOKSMILLER.COM  
TEL: (305) 372-0900 FAX: (305) 372-0660

BROOKS C. MILLER  
ZACHARY A. EMMANOUIL\*  
\*ALSO LICENSED IN THE DISTRICT OF COLUMBIA

FILED  
01 FEB 26 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MICHELLE DIAZ, CLA  
500003708775--8  
-02/26/01--01154--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

February 22, 2001

Secretary of State  
Division of Corporations  
409 East Gaines  
Tallahassee, Florida 32399

Re: DDU Express, Inc.

Gentlemen:

Enclosed herewith for filing are the following documents pertaining to the above-referenced corporation:

1. Original Articles of Incorporation for The Poinciana Company and The Poinciana Group.
2. Copy of the Articles of Incorporation to be stamped and returned to me.
3. Duly executed appointment of registered agent form and statement of acceptance.
4. Check in the amount of \$87.50, covering the filing fee, certified copy, certificate of status and cost of registered agent designation.

If you have any questions regarding this matter, please feel free to contact our office.

Very truly yours,

Michelle Diaz, CLA

Enclosures

gry/27

FILED  
01 FEB 26 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles Of Incorporation  
of  
DDU Express, Inc.**

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, 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 DDU Express, Inc.

**Article II  
Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III  
Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of \$.01 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall

be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

**Section B. Restrictions on Disposition of Stock.** No Shareholder of this Corporation shall sell, transfer, convey, pledge, give, distribute or encumber any share or shares of stock in the Corporation without first giving notice in writing to the President of the Corporation of such intended disposition and without first securing the written approval of Shareholders of the Corporation owning at least a majority of the then-issued and outstanding shares of stock of the Corporation. However, nothing contained herein shall prevent distribution by operation of law, of such share or shares, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Shareholder.

**Section C. First Lien.** The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

**Section D. Transfer of Shares of Indebted Shareholder.** If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

#### **Article IV** **Registered Agent**

The name of its Registered Agent is Brooks C. Miller whose address is 1690 First Union Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131,

#### **Article V** **Incorporator**

The name and address of the Incorporator is:

Brooks C. Miller  
200. S Biscayne Blvd. Suite 1690  
Miami, Florida 33131

#### **Article VI** **Purpose And Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

## **Article VII** **Officers**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The initial Officers of the Corporation, who shall serve as such until the first meeting of the Board of Directors or until their successors are elected and shall qualify, are:

| <u>Office</u>              | <u>Name and Address</u>  |
|----------------------------|--|
| President<br>and Secretary | Mike Nunez<br>1408 West Lake Drive<br>Ft. Lauderdale, FL 33316 |

## **Article VIII** **Corporate Seal**

This Corporation shall have a corporate seal.

## **Article IX** **Indemnification Of Officer-Directors**

This Corporation shall indemnify an Officer-Director of this Corporation, and each Officer-Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer-Director or person relating to his or her conduct as an Officer-Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer-Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which an Officer-Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer-Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer-Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Article X**  
**Amendment Of Articles Of Incorporation**

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

**Article XI**  
**Approval Of Compensation**

No salary or other compensation shall be paid to any Officer of the Corporation for services rendered as such Officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held Shareholders' meeting by the record holders of at least 51% of the then-outstanding voting shares of the Corporation.

Dated February 20, 2001.

  
\_\_\_\_\_  
Brooks C. Miller  
Incorporator

**FILED**  
01 FEB 26 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Acceptance**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Brooks C. Miller

2/20/01