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BROOKS C. MILLER, P.A.
ATTORNEYS WITH A GLOBAL PERSPECTIVE™
1690 WACHOVIA FINANCIAL CENTER
200 SOUTH BISCAYNE BOULEVARD
MIAMI, FLORIDA 33131

BROOKS C. MILLER
EMAIL: BMILLER@BROOKSMILLER.COM

TEL: 305-372-0900
FAX: 305-372-0660

November 22, 2004

Via FedEx
Thelma Lewis
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: DDU Express, Inc.

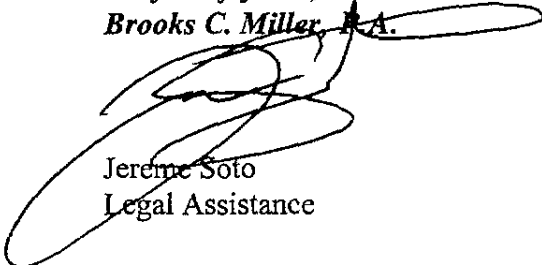
Dear Ms. Lewis:

In accordance to our phone conversation of this date, enclosed please find our check number 4449 made payable to Florida Department of State in the amount of \$43.75 to be used as payment for the filing fee and a certified copy.

We cannot begin to express our appreciation for all your assistance and attention provided to us for something we view as work done by you that went above and beyond the call of your job description.

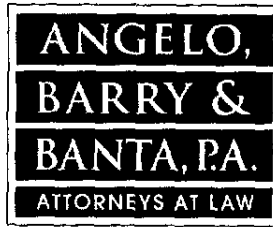
Should you have any questions or problems regarding this filing, please do not hesitate to call our office. Thank you a second time for all of your kind attention.

Very truly yours,
Brooks C. Miller, P.A.



Jerome Soto
Legal Assistance

Enclosure



November 19, 2004

Thelma Lewis
Department of State
409 E. Gaines Street
Tallahassee, FL 32399

Dear Thelma:

Pursuant to your conversations with Jeremy Soto of Brooks Miller's office, enclosed please find an original Amended & Restated Articles for DDU Express, Inc.

Your assistance in getting us by fax on Monday a filed copy of the certificate to the below number would be appreciated.

Sincerely,



Thomas P. Angelo

Amended and Restated Articles Of Incorporation

of

DDU Express, Inc.

FILED
04 NOV 22 11:11 AM '01
CLERK OF THE COURT
JANUARY 1, 2001

Pursuant to the Florida Business Corporation Act, and more particularly Florida Statute §607.1001, the undersigned, Directors, with appropriate shareholder approval as required having been provided, hereby adopt the following Amended and Restated Articles Of Incorporation for DDU Express, Inc. (the "Corporation"):

Article I
Name

The name of the Corporation is DDU Express, Inc.

Article II
Corporate Existence

The Corporation's existence shall be perpetual and was effective as of February 26, 2001 when it was incorporated.

Article III
Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1,200 shares of \$0.01 par value common voting stock (the "Common Stock").

1. **Voting Rights.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of Common Stock held by him/her, which may be cast by the Shareholder in person or by proxy. The holders of shares of issued and outstanding Common Stock shall have and possess full voting rights and power to vote in all matters submitted to the Shareholders of the Corporation for vote, consent or approval. Except as otherwise provided herein or in the Stockholders' Agreement (as defined in Part 1.6 of Section B of this Article III), or as otherwise required by applicable law, the holders of shares of Common Stock and the holders of shares of Preferred Stock (as defined in Section B of this Article III) shall, except to the extent provided in Part 1.3(a) of Section B of this Article III, vote together as a single class on all matters submitted to a vote or consent of the Shareholders.

2. Dividends. Subject to the rights of the holders of Preferred Stock described in Section B of this Article III, dividends may be paid on the Common Stock 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 shares of Common Stock 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 a Liquidation (as defined in Part 1.2(a) of Section B of this Article III) of the Corporation, subject to all of the preferential rights of the holders of Preferred Stock on distributions or otherwise, the holders of Common Stock 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 shares of Common Stock without distinction according to their respective shares.

Section B. Authorized Preferred Stock. The aggregate number of cumulative preferred shares which the Corporation is authorized to issue is 5,000 shares of \$0.01 par value stock (the "Preferred Stock"). The following is a statement of the designations, powers, privileges and rights, and the qualifications, limitations and restrictions, in respect of the Preferred Stock of the Corporation.

1. Terms Applicable to Preferred Stock.

1.1 Dividends. (a) The holders of the then issued and outstanding Preferred Stock shall be entitled to receive, when, as and if declared by the Board, out of any funds and assets of the Corporation legally available therefor, dividends on each share of Preferred Stock at a rate per annum equal to 8% of the Liquidation Value (as defined in Part 1.2(a) of this Section B of Article III) for such share of Preferred Stock, prior and in preference to the payment of any dividend or distribution on the Junior Stock (as defined in Part 1.1(b) of Section B of this Article III). Such dividends shall be compounded annually and shall accrue on each share of Preferred Stock from the date on which the first share of Preferred Stock is issued by the Corporation, and shall accrue from day to day until paid, whether or not earned or declared.

(b) The holders of Preferred Stock shall have senior preference and priority to the dividends of the Corporation. No dividends shall be declared, paid or set aside for the Common Stock or any other classes or series of the Corporation's capital stock that ranks junior with respect to dividend payments to the Preferred Stock (collectively, the "Junior Stock") (other than dividends of Common Stock or other securities and rights convertible into or entitling the holder thereof to receive, directly or indirectly, solely additional shares of the Common Stock of the Corporation), and no other distribution shall be made on or with respect to any shares of Junior Stock (including, without limitation, any distribution made in connection with the repurchase or redemption of any shares of Junior Stock), unless prior thereto all accrued and unpaid dividends on the Preferred Stock shall be declared and paid on all the then-outstanding shares of Preferred Stock. Whenever the Board declares any dividend pursuant to this Part 1, notice of the applicable record date and related dividend payment date shall be given.

(c) All dividends paid with respect to shares of the Preferred Stock pursuant to Part 1(a) of this Section B of Article III shall be declared and paid pro rata to all the holders of the shares of Preferred Stock outstanding as of the applicable record date. In the event that funds legally available for distribution are insufficient to fully pay any cash dividend due and payable on such dividend payment date to all holders of outstanding Preferred Stock, then all funds legally available for distribution shall be paid in cash to holders of Preferred Stock in accordance with the number of shares of Preferred Stock held by each such holder. Any remaining dividend amount owed to holders of the Preferred Stock shall be accrued and paid in accordance with paragraph (a) of this Part 1.

1.2 Liquidation.

(a) Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation (each such event being hereafter referred to as a "Liquidation"), the holders of Preferred Stock will be entitled to be paid, before any payment shall be made to the holders of Junior Stock, an amount in cash equal to \$1,000 per share of Preferred Stock, subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization affecting the Preferred Stock (as so adjusted, the "Liquidation Value"), plus all then accrued and unpaid dividends (if any) to the date of payment, and the holders of Preferred Stock will not be entitled to any further payment. If, upon any Liquidation, the Corporation's assets to be distributed among the holders of the Preferred Stock are insufficient to permit payment to such holders of the full amount to which they are entitled hereunder, then the entire assets to be distributed will be distributed ratably among such holders based upon the then aggregate Liquidation Value (plus all then accrued but unpaid dividends (if any)) of the Preferred Stock held by each such holder.

(b) Upon and after any Liquidation, unless and until the holder of each share of Preferred Stock receives payment in full of the Liquidation Value plus all accrued and unpaid dividends (if any) on such share of Preferred Stock, the Corporation shall not redeem, repurchase or otherwise acquire for value, or declare or pay any dividend or other distribution on or with respect to, any class or series of Junior Stock. Upon and after any Liquidation, after the payment of all preferential amounts required to be paid to the holders of Preferred Stock and any other class or series of stock of the Corporation ranking on liquidation on a parity with the Preferred Stock, the holders of Junior Stock then outstanding shall be entitled to receive the remaining assets of the Corporation available for distribution to its stockholders.

1.3 Voting Rights.

(a) Voting Rights. The holders of shares of Preferred Stock which also hold Warrants (as defined in the Stockholders' Agreement) shall be entitled, in their capacity as holders of Preferred Stock, to one vote for each share of Common Stock issuable upon exercise of such Warrants (on the same basis as if such holder then held shares of Common Stock) on all matters presented to the shareholders of the Corporation for action. Except with respect to the foregoing or as otherwise required by law or as set forth herein, holders of Preferred Stock will have no right to vote on any matter submitted to stockholders of the Company for vote, consent or approval.

(b) No Amendment, Alteration or Repeal. The Corporation will not amend, alter or repeal the preferences, special rights or other powers of the Preferred Stock so as to affect adversely the Preferred Stock without the written consent or affirmative vote of the holders of at least 50.1% of the then outstanding shares of Preferred Stock, given in writing or by vote at a meeting, consenting or voting (as the case may be) separately as a class. For this purpose, without limiting the generality of the foregoing, any increase in the number of authorized shares of Preferred Stock or any authorization or issuance of any series or class of capital stock with either preference or priority over the Preferred Stock or parity with the Preferred Stock as to the right to receive either dividends or amounts distributable upon a Liquidation of the Corporation shall be deemed to affect adversely the Preferred Stock. Any amendment that would adversely affect any holders of Preferred Stock in a manner materially different from any other holders of Preferred Stock (solely with respect to such holder's status as a holder of Preferred Stock) shall require the written consent or approval of such adversely affected holders.

1.4 Redemptions.

(a) Mandatory Redemption. Subject to the provisions of subsection (d) of this Part 1.4, the Corporation will redeem all of the shares of Preferred Stock outstanding on the occurrence of any Redemption Event, unless the holders of at least 50.1% of the outstanding shares of Preferred Stock advise the Corporation in writing that they do not wish to be redeemed in connection with such event, in which case no shares of Preferred Stock shall be redeemed in connection with such event.

(b) Optional Redemption. Subject to the provisions of subsection (d) of this Part 1.4, the Corporation shall have the right at any time and from time to time to redeem all or any portion of the shares of Preferred Stock then outstanding.

(c) Late Payments. If any share of Preferred Stock is not redeemed on the date scheduled for redemption pursuant to this Part 1.4 other than with the consent of the holders of at least 50.1% of the outstanding shares of Preferred Stock, such share shall bear dividends on the Liquidation Value thereof at a rate equal to 12% per annum, compounded quarterly, accruing from such scheduled redemption date to the date on which such share actually shall be redeemed.

(d) Contractual Prohibitions. Notwithstanding any other provision herein to the contrary, no redemption of any shares of Preferred Stock shall be made by the Corporation at any time when such redemption would be prohibited by the terms of any credit or other financing agreement with any lender to the Corporation; provided that the failure to make such redemption as a consequence of such prohibition shall nonetheless be deemed for all purposes to be a default by the Corporation of its obligations under this Part 1.4. In addition, notwithstanding anything contained herein to the contrary, in any redemption of all of the shares of Preferred Stock, any holder thereof shall be entitled to retain at least one share of Preferred Stock so as to maintain their voting rights as described in Part 1.3(a) of Section B of this Article III.

(e) Notice of Redemption. The Corporation shall promptly provide written notice of any event giving rise to the redemption of Preferred Stock pursuant to this Part 1.4 specifying the time and place of redemption and the redemption price per share, by first class or registered mail, postage prepaid, to each holder of record of Preferred Stock at the address for such holder last shown on the records of the transfer agent therefor (or the records of the Corporation, if it serves as its own transfer agent), prior to the date on which such redemption is to be made. If less than all the shares of Preferred Stock owned by such holder are then to be redeemed, the notice will also specify the number of shares of Preferred Stock which are to be redeemed. Upon mailing any such notice of redemption, the Corporation will become obligated, to the extent permitted by law, to redeem at the time of redemption specified therein all shares of each series of Preferred Stock specified therein.

(f) Redemption Price and Priority of Payment. For each share of Preferred Stock which is to be redeemed, the Corporation will be obligated on the applicable Redemption Date to pay to the holder thereof (upon surrender by such holder at the Corporation's principal office of the certificate representing such share of Preferred Stock), in immediately available funds, an amount equal to the Liquidation Value thereof (plus all then accrued but unpaid dividends thereon (if any)). If the funds of the Corporation legally available for redemption of shares of Preferred Stock on any Redemption Date are insufficient to redeem the total number of shares of Preferred Stock to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of shares of Preferred Stock ratably among the holders of such shares to be redeemed based upon the aggregate redemption price of such shares (plus all then accrued but unpaid dividends thereon (if any)) held by each such holder. At any time thereafter when additional funds of the Corporation are legally available for the redemption of Preferred Stock, such funds will immediately be used to redeem the balance of the shares which the Corporation has become obligated to redeem on any Redemption Date, but which it has not redeemed. In case fewer than the total number of shares of Preferred Stock represented by any certificate are redeemed, a new certificate representing the number of unredeemed shares will be issued to the holder thereof without cost to such holder within seven business days after surrender of the certificate representing the redeemed shares of Preferred Stock.

(g) Pro Rata Treatment of Preferred Stock. The number of shares of Preferred Stock to be redeemed from each holder thereof in redemption hereunder will be the number of shares of Preferred Stock determined by multiplying the total number of shares of Preferred Stock to be redeemed by a fraction, the numerator of which will be the total number of shares of Preferred Stock then held by such holder and the denominator of which will be the total number of shares of Preferred Stock then outstanding. The Corporation shall not redeem, repurchase or otherwise acquire any Preferred Stock except as expressly authorized herein or pursuant to a purchase offer made pro rata to all holders of Preferred Stock on the basis of the aggregate Liquidation Value (plus all then accrued but unpaid dividends thereon (if any)) of shares of Preferred Stock owned by each such holder.

(h) Dividends after Payment of Redemption Price. No share of Preferred Stock is entitled to any dividends accruing after the date on which the redemption price of such share is paid pursuant to subsection (f) of this Part 1.4. On such date all rights of the holder of such share of Preferred Stock will cease, and such share of Preferred Stock will be deemed not to be outstanding.

(i) Payments on Junior Stock. If and so long as (i) full cumulative dividends have not been paid in accordance with Part 1.1 of Section B of this Article III, or (ii) there are any shares of Preferred Stock outstanding which the Corporation has become obligated to redeem pursuant to this Part 1.4, until the Corporation has redeemed all of such shares of Preferred Stock, the Corporation shall not redeem, repurchase or otherwise acquire for value, or declare or pay any dividend or other distribution on or with respect to, any class or series of Junior Stock without the written consent or affirmative vote of the holders of at least 50.1% of the then-outstanding shares of Preferred Stock.

1.5. Ranking. The Preferred Stock shall rank senior to all other series of the Company's Preferred Stock and Common Stock as to the distribution of assets on liquidation, dissolution or winding-up of the Company and as to the declaration and payment of dividends.

1.6. Definitions. As used herein, the following terms shall have the following meanings:

"Redemption Date" as to any redemption of any share of Preferred Stock, means the redemption date for such share of Preferred Stock specified herein.

"Redemption Event" means the occurrence of (i) any sale or other disposition of all or substantially all of the assets of the Corporation in any single transaction or series of related transactions, (ii) any transfer or other disposition in any single transaction or series of related transactions of a majority of the Corporation's Common Stock, (iii) the occurrence of a Qualified Public Offering (as defined in the Stockholders' Agreement), or (iv) a merger or consolidation in which the Corporation is not the surviving entity.

"Stockholders' Agreement" means the Stockholders' Agreement, dated on or near November 22, 2004, among the Corporation and certain of its stockholders, as the same may be amended, restated, modified or supplemented and in effect from time to time.

Article IV **Principal Office**

The address of the principal office of the Corporation is 8750 N.W. 77th Court, Medley, Florida 33166.

Article V
Agent For Service Of Process

The present Registered Agent for the Corporation is Brooks C. Miller whose address is 1690 Wachovia Financial Center, 200 South Biscayne Boulevard, Miami, Florida 33131.

Article VI
Incorporator

The name and address of the Incorporator is:

Norman Kravitz
8750 N.W. 77th Court
Medley, Florida 33166

Article VII
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 addition to all general powers, the corporation is additionally authorized to conduct all businesses relating to parcel and package handling, tracking, and transportation, including but not limited to shipping, logistics, and warehousing.

Article VIII
Officers

The Officers of the Corporation may consist of a President, Secretary, and such other Officers and assistant Officers as shall be named by the Board of Directors pursuant to the Bylaws of the Corporation. The Officers of the Corporation, who shall serve as until their successors are elected and shall qualify, are:

Office Name and Address

President: Norman Kravitz
8750 N.W. 77th Court
Medley, Florida 33166

Secretary: Norman Kravitz
8750 N.W. 77th Court
Medley, Florida 33166

Article IX
Non-Liability Of Directors

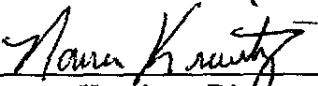
A Director of this Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damages for any action taken, or any failure to take any action, as a Director, except to the extent that such liability is limited by the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted under the laws of Florida.

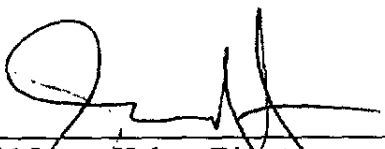
Article X
Indemnification

This Corporation shall indemnify any Officer or Director of this Corporation, and each Officer or 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 permissible under the Florida Business Corporation Act against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such indemnified person, relating to action taken, or any failure to take any action, as an Officer or 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.

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 a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Dated this 19 day of November, 2004.


Norman Kravitz - Director


David James Holt - Director