

PO1 000032939
LAW OFFICES OF
WILLIAM R. HEITZ, P.A.

EFFECTIVE DATE

3-23-01

WILLIAM R. HEITZ, ESQ.

ADMITTED IN
DISTRICT OF COLUMBIA
FLORIDA
NEW YORK
UNITED STATES SUPREME COURT

1801 S. FEDERAL HWY - SUITE 237
DELRAY BEACH, FLORIDA 33483
TELEPHONE: (561) 274-7000
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3300 MONROE AVENUE - SUITE 310
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EMAIL: WMHEITZ@MSN.COM

TRANSMITTAL LETTER

March 23, 2001

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100003912201--4
-03/27/01--01067--009
131.25 **87.50

SUBJECT: Heitz Transportation Corp.

Sir or Madam:

Please find enclosed herein two original Articles of Incorporation, Designation and Acceptance of Registered Agent and a check in the amount of \$131.25 payable to the Florida Department of State.

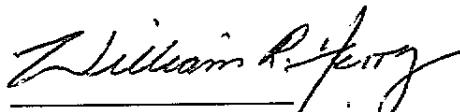
A check in the amount of \$131.25 is enclosed for the Filing Fee, Designation of Registered Agent, Certified Copy, and Certificate.

Please forward all correspondence regarding this filing to:

William R. Heitz, P.A.
1801 South Federal Highway
Suite 237
Delray Beach, Florida 33483
(561) 274-7000 Phone
(561) 274-7099 Fax

FILED
01 MAR 27 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Very truly yours,


William R. Heitz, Esq.

D. WHITE APR - 2 2001

EFFECTIVE DATE

3-23-01

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

Heitz Transportation Corp.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Heitz Transportation Corp.

ARTICLE II

The existence of the corporation shall begin on March 23, 2001.

ARTICLE III

The street address of the principal office of the Corporation is 1801 South Federal Highway, Suite 237, Delray Beach, Florida 33483.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Hundred Thousand (100,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1801 South Federal Highway, Suite 237, Delray Beach, Florida 33483. The initial registered agent for the Corporation at that address is William R. Heitz, P.A.

ARTICLE VI

The initial board of directors shall consist of one member. The names and address of the persons who will serve on the initial board of directors are:

Name Address

William R. Heitz, Esq. 1801 South Federal Highway, Suite 237
Delray Beach, Florida 33483

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name Address

William R. Heitz, Esq. 1801 South Federal Highway, Suite 237
Delray Beach, Florida 33483

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 3/23/2001.

Name: William R. Heitz

William R. Heitz, Esq.

For:

William R. Heitz, P.A.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for 5CD+1.Com, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Name:

William R. Heitz

William R. Heitz, Esq.

For:

William R. Heitz, P.A.

1801 South Federal Highway, Suite 237

Delray Beach, Florida 33483

Date: March 23, 2001