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Professional Association

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Coconut Grove Bank Building
2701 South Bayshore Drive
Suite 605
Coconut Grove, Florida 33133

June 14, 2001

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

100004424791--3
-06/18/01--01096--021
*****78.75 *****78.75

RE: Incorporation of Medley Freight Lines, Inc.

EFFECTIVE DATE
06-14-01

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation of the above-captioned corporation. Also enclosed is a check in the amount of \$78.75, payable to the Secretary of State, to cover the required filing fees and a certified copy. Please return a certified copy of the Articles to me in the enclosed self-addressed envelope. Should you have any questions, please do not hesitate to contact me.

Very truly yours,


Patricia M. Arias

PMA/
Enclosures
51361.PMA

FILED
01 JUN 18 PM 4:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

T. Burch JUN 19 2001

**ARTICLES OF INCORPORATION
OF
MEDLEY FREIGHT LINES, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the corporation is MEDLEY FREIGHT LINES, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporation shall commence existence on June 14, 2001.

EFFECTIVE DATE
06-14-01

ARTICLE III

NATURE OF BUSINESS

The purpose of this corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares which this corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of \$.10 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation in the State of Florida is 2701 South Bayshore Drive, Suite 605, Miami, Florida, 33133 and the name of the initial registered agent of this corporation at that address is Craig Z. Sherar.

ARTICLE VI

PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be 1712 Southwest 99th Place, Miami, Florida 33165.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator subscribing to these Articles of Incorporation is Patricia M. Arias, 2701 South Bayshore Drive, Suite 605, Miami, Florida 33133.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than five. The name and address of the director constituting the initial Board of Directors is:

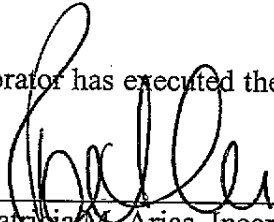
<u>Name</u>	<u>Address</u>	<u>Position</u>
Esteban Acosta	1712 Southwest 99th Place Miami, Florida 33165	Director

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of June, 2001.



Patricia M. Arias, Incorporator

**CERTIFICATE OF REGISTERED AGENT
OF
MEDLEY FREIGHT LINES, INC.**

Pursuant to Section 607.0501 and 607.0505 of the Florida Statutes, the following is submitted, in compliance therewith:

That MEDLEY FREIGHT LINES, INC., desiring to organize under the laws of the State of Florida, has named Craig Z. Sherar, Esq., 2701 South Bayshore Drive, Suite 605, Miami, Florida 33133, County of Miami-Dade, State of Florida, agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept 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, including the obligations provided in Florida Statutes Section 607.0505.

Dated this 14 day of June, 2001.

By: _____


Craig Z. Sherar

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TALLAHASSEE FLORIDA