

P010000092388

Robert W. Fontaine, II
3 Annette Drive
Melbourne, Florida 32904
321-432-5030

August 17, 2001

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, Florida 32314


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-08/20/01--01093--005
*****78.75 *****78.75

To Whom It May Concern:

Enclosed is a copy of the articles of Incorporation for RCS Management, Inc along with a check. Please file documents accordingly and return 1 certified copy to the above address.

Thank you for your cooperation in this matter.

Sincerely,



Robert W. Fontaine, II

FILED
01 SEP 20 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

wd 19386

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copy
9/20/01



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 21, 2001

ROBERT W. FONTAINE, II
3 ANNETTE DR
MELBOURNE, FL 32904

SUBJECT: RCS MANAGEMENT, INC.
Ref. Number: W01000019386

We have received your document for RCS MANAGEMENT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filings Section

Letter Number: 201A00047730

RCS Transportation Brokers, Inc.
ARTICLES OF INCORPORATION
OF
RCS Transportation Brokers, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
CORPORATE NAME

The name of this Corporation (herein "CORPORATION") shall be

RCS Transportation Brokers, Inc.

ARTICLE II
PURPOSE OF BUSINESS

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLES III
AUTHORIZED SHARES

The Corporation shall be authorized to create, issue and have outstanding at any time, a maximum of 100,000 shares of common stock having a par value of \$0.10 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than par value of the stock so to be issued.

ARTICLES IV
TERM OF EXISTENCE

The existence of this Corporation begin upon the filing of these Articles with the Secretary of State.

The Corporation shall exist perpetually unless dissolved in accordance with the laws of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be:

3 Annette Drive
West Melbourne, Florida 32904

The name of the initial registered agent of this Corporation at that address shall be:

Robert W Fontaine, II

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the member of the first Board of Directors who shall hold office until his successor shall have been duly elected or appointed and have qualified is as follows:

Name:

Street Address:

Robert W Fontaine II

3 Annette Drive
West Melbourne, Florida 32904

Lewis C Webb, II

1108 Condado Drive
Rockledge, Florida 32955

Sean J Riordan

2623 Nobility Avenue
Melbourne, Florida 32934

Richard A. Jones

762 Lake George Drive
Melbourne, Florida 32940

**ARTICLE VIII
INCORPORATOR**

The name and the street of the incorporator are as follows:

Name:

Street Address:

Robert W. Fontaine II

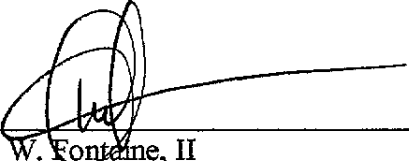
3 Annette Drive
West Melbourne, Florida 32904

**ARTICLE IX
PRINCIPAL OFFICE**

The street and mailing address of the principal of the Corporation
are:

3 Annette Drive
West Melbourne, Florida 32904

IN WITNESS WHEREOF, the undersigned has made and
subscribed the Articles of Incorporation at Melbourne, Florida, for the uses and purposes
aforesaid, this 9-7-2001.

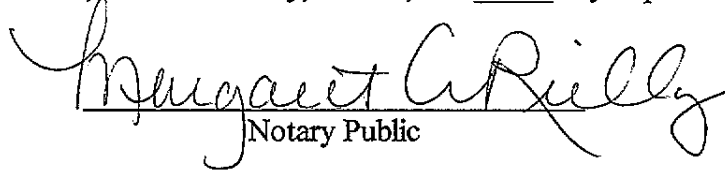


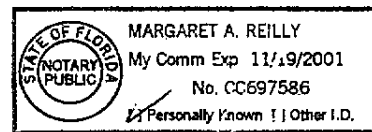
Robert W. Fontaine, II
Incorporator

**STATE OF FLORIDA)
COUNTY OF BREVARD)**

Before me personally appeared Robert Ward Fontaine II, well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledge before me according to law he made and executed the Articles of Incorporation as in incorporated of CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Brevard County, Florida, this 7th day September, 2001.

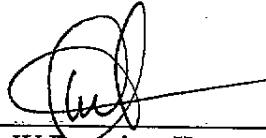

Notary Public



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

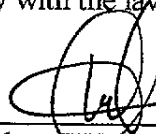
**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT**

In pursuance of Section 48.091 and Chapter 607, Florida Statutes, RCS Transportation Brokers, Inc., having filed its Articles of Incorporation contemporaneously here within, with its registered office as indicated therein at 3 Annette Drive, W. Melbourne, Florida 32904, located thereat as its registered agent to accept service of process within this State.



Robert W Fontaine, II
Incorporator

Having been named as registered agent to accept service of process for the above named corporation, at the location designated herein, I hereby accept the appointment to act in this capacity, and agree to comply with the laws of Florida applicable thereto.



Robert W Fontaine, II
Registered Agent