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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 APR 18 PM 5:07

April 9, 2002

Secretary of State
Corporate Records Bureau
P.O.Box 6327
Tallahassee, FL 32301

Re: USA FREIGHTWAYS, INC.

We enclose the original and one copy of the Articles of Incorporation for USA FREIGHTWAYS, INC. and a check for \$122.50 to cover filing fees.

If the documents are in order, I would appreciate your filing the original and certifying the copy for our records.

If there are any questions please call WAYNE HILLER AT 954-792-2007

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-04/18/02--01025--004
122.50 **78.75

Sincerely,

Wayne Hiller

PLEASE SEND PAPERWORK TO:
WAYNE HILLER
860 SW 56 TERRACE
PLANTATION, FL 33317-4709

Thomas Floyd Jones GAVE
AUTHORIZATION BY PHONE TO
CORRECT ARTICLES
DATE 4-24-02
DOC. EXAM. fore

4-24
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
USA FREIGHTWAYS, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

Article I

NAME

The name of this Corporation shall be USA FREIGHTWAYS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

To carry on any legal business within the state of Florida, including the sale of real estate.

ARTICLE III
STOCK

The authorized capital stock of this Corporation shall consist of 5,000,000 shares of Common stock with a par value of \$.001 per share. The stock may be issued for any value deemed appropriate by the Board of Directors, but in no event shall the issue price be less than par value.

ARTICLE IV
INCORPORATOR

The name and street address of the Incorporator of this Corporation is as follows:

WAYNE HILLER
860 SW 56 TERRACE
PLANTATION, FL 33317-4709

ARTICLE V
TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation shall THOMAS FLOYD-JONES, and the registered office of the Company is 860 SW 56 TERRACE, PLANTATION, FL 33317-4709

ARTICLE VII
PLACE OF BUSINESS

The initial place of business for the corporation is 860 SW 56 TERRACE, PLANTATION, FL 33317-4709.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of this Corporation are as follows:

WAYNE HILLER	THOMAS FLOYD-JONES
860 SW 56 TERRACE	860 SW 56 TERRACE
PLANTATION, FL 33317-4709	PLANTATION, FL 33317-4709

ARTICLE IX
NUMBER OF DIRECTORS

The Corporation shall have at least one member on the board of directors.

ARTICLE X
OFFICERS

The Corporation shall have a president, vice-president, secretary and treasurer.

BY-LAWS

The board of directors shall adopt by-laws for the Corporation. The by-laws may be amended, in any manner proscribed by law.

ARTICLE XII
FINANCIAL INFORMATION

The Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders.

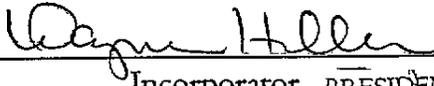
ARTICLE XIII
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The board shall indemnify and director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

ARTICLE XIV
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, I the undersigned, being the original subscribing Incorporator, to the foregoing articles of incorporation, has set his hand this 15TH day of April, 2002



Incorporator PRESIDENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST—USA FREIGHTWAYS, INC. IN ORDER TO DO BUSINESS AND QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 860 SW 56 TERRACE, PLANTATION, FL 33317-4709 HAS APPOINTED THOMAS FLOYD-JONES LOCATED AT 860 SW 56 TERRACE, PLANTATION, FL 33317-4709 AS ITS AGENT TO ACCEPT SERVICE OR PROCESS WITHIN FLORIDA.

T. Jones
RESIDENT AGENT

4/15/2002
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THIS PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

T. Jones
RESIDENT AGENT

4/15/2002
DATE