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Division of Corporations

FAX NO.

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P03000001807

Florida Department of State  
Division of Corporations  
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September 14, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

T.A.G. PARTNERS SYSTEM, INC.  
4905 BELFORT ROAD  
JACKSONVILLE, FL 32256US

SUBJECT: T.A.G. PARTNERS SYSTEM, INC.  
REF: P03000001807

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation. The name of a voluntarily dissolved corporation is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved corporation provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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

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Cheryl Coulliette  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
T.A.G. PARTNERS SYSTEM, INC.**

*Pursuant to the provisions of sections 607.1003 and 607.1007, Florida Statutes, the Florida profit corporation of T.A.G. Partners System, Inc. adopts the following amended and restated articles of incorporation:*

**Article I  
Name**

The name of the Corporation is: FREIGHT REVOLUTION, INC.

**Article II  
Address**

The street address of the principal office of the Corporation is:

4905 Belfort Road  
Suite 110  
Jacksonville, Florida 32256

**Article III  
Commencement and Duration Of Existence**

The existence of the Corporation commenced on December 9, 2003, with the filing of articles of incorporation dated January 7, 2003. These Amended and Restated Articles of Incorporation are effective on September 1, 2006, unless the filing of these Amended and Restated Articles of Incorporation occurs more than five (5) business days thereafter, in which event the effectiveness commences on the date of filing of these Amended and Restated Articles of Incorporation. The Corporation will exist perpetually.

**Article IV  
Capital Stock**

The total number of shares that the Corporation shall have the authority to issue from is 150,000,000 shares, consisting of: (i) 50,000,000 shares of preferred stock having no par value per share (the "Preferred Stock"); and (ii) 100,000,000 shares of common stock having no par value per share (the "Common Stock").

Prepared by Ivan A. Cokao, Esq.  
Florida Bar No. 0022608  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

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TALLAHASSEE, FLORIDA

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Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated in the resolutions providing for the establishment of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Except as otherwise expressly stated herein or in the resolution or resolutions providing for the establishment of a series of Preferred Stock, any shares of Preferred Stock that may be redeemed, purchased or acquired by the Corporation may be reissued except as otherwise expressly provided by law. Different series of Preferred Stock shall not be construed to constitute different classes of stock for the purpose of voting by classes unless expressly provided in the resolution or resolutions providing for the establishment thereof.

The Corporation's Board of Directors is hereby authorized to determine by resolution or resolutions authorizing the issuance of any Preferred Stock, the rights, preferences and privileges of such Preferred Stock including restrictions, limitations and qualifications thereto. Specifically, the Board of Directors is authorized to issue, from time to time, such shares of Preferred Stock in one or more series, and, in connection with the establishment of any such series by resolution or resolutions, to determine and fix for each series such dividend rights, dividend rate, conversion rights, class voting rights, full or limited, or no voting rights, terms of redemption, redemption prices and liquidation preferences, and such other powers, designations, preferences and relative, participating, optional and other rights of the Preferred Stock issued and the qualifications, limitations and restrictions thereof.

#### Article V

##### **Initial Registered Office and Agent**

The Corporation designates 12648 Sand Ridge Drive, Jacksonville, Florida 32258, as the street address of the initial registered office of the Corporation and names Timothy J. Murray the Corporation's initial registered agent at that address to accept service of process within this state.

#### Article VI

##### **Name and Address of Incorporator**

The name and street address of the incorporator is:

Name:

Timothy J. Murray

Address:

12648 Sand Ridge Drive  
Jacksonville, Florida 32258

#### Article VII

##### **Indemnification**

The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an officer, director, employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an officer,

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director, employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an officer, director, employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The foregoing Amended and Restated Articles of Incorporation were adopted and approved by the Board of Directors and the shareholders of the Corporation on August 31, 2006, in accordance with Section 607.1003 and 607.1007 of *Florida Statutes*. The number of votes cast by the Shareholders for the amendments contained herein were sufficient for approval of such amendments.

The undersigned director of the Corporation has executed these Amended and Restated Articles of Incorporation as of this 1<sup>st</sup> day of September, 2006.

By: \_\_\_\_\_

Timothy J. Murray, Director

#### ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Amended and Restated Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

Dated: September 1, 2006

\_\_\_\_\_  
Timothy J. Murray

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**AFFIDAVIT OF DISSOLUTION  
OF  
FREIGHT REVOLUTION, INC.**

Before me, the undersigned authority, personally appeared Timothy J. Murray, who being first duly sworn, deposes and says:

1. My name is Timothy J. Murray and I am at least eighteen (18) years of age, and I am competent to give this affidavit. The contents of this affidavit are based upon my personal knowledge.

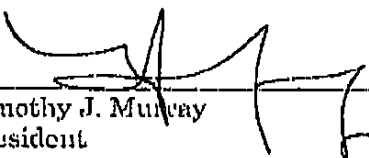
2. I am an officer and director of Freight Revolution, Inc., a Florida corporation dissolved on September 1, 2006.

3. This affidavit is executed pursuant to Sections 607.1405 and 607.0120, Florida Statutes, for the purposes of making the name "Freight Revolution, Inc." immediately available for assumption or use by another corporation.

4. T.A.G. Partners System, Inc. is hereby granted the express permission of Freight Revolution, Inc. to immediately assume or use the name "Freight Revolution, Inc."

5. The information in this affidavit is true and correct.

**FURTHER AFFIANT SAYETH NOT.**

  
\_\_\_\_\_  
Timothy J. Murray  
President

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STATE OF FLORIDA     )  
COUNTY OF DUVAL    )

On this 8<sup>th</sup> day of September, 2006, before me TIM MURRAY  
the undersigned officer, personally appeared BEFORE ME  
known personally to me to be the President of the Freight Revolution, Inc. and  
acknowledge that he, as an officer being authorized to do so, executed the foregoing  
instrument for the purposes therein contained, by signing the name of the  
corporation by himself as an officer.

IN WITNESS WHEREOF I have hereunto set my hand and official seal.

KATHRYNE ROSSITER \_\_\_\_\_  
Notary Public, State of Florida \_\_\_\_\_  
My comm. exp. Jan. 25, 2008 \_\_\_\_\_  
Comm. No. DD 284305 Notary Public-State of \_\_\_\_\_  
Commission Number: \_\_\_\_\_

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