

APR-22-03 TUE 04:01 PM

Division of Corporations

P. 01/05

Page 1 of 1

FILED

03 APR 22 AM 8:1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**P03000045044**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000134188 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : AKERMAN, SENTERFITT OF JACKSONVILLE  
Account Number : 105543000740  
Phone : (904) 798-3700  
Fax Number : (904) 354-4459

**FLORIDA PROFIT CORPORATION OR P.A.**

**Delmar Logistics (FL) Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing

Public Access Help

**OB 4/23**

H03000134188

FILED  
03 APR 22 AM 8:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
DELMAR LOGISTICS (FL) INC.

ARTICLE I

Name and Duration

The name of the Corporation is DELMAR LOGISTICS (FL) INC. The duration of the Corporation is perpetual. The Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation is 10636 Cote de Liesse, Montreal, Quebec Canada H8T 1A5.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202 in the County of Duval. The name of the registered agent at such address is MOTOLAW, Inc.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including, but not limited to: The operation of a customs brokerage business, to assist and aid importers and exporters to move merchandise through U.S. Customs, providing the proper paperwork and payments to U.S. Customs for clients, and charge a fee for those services, including services in areas such as entry, admissibility, classification, valuation, rates of duty, and fees on imported merchandise; provided that the Corporation obtains and maintains a broker license to transact customs business and at least one officer who is individually licensed who will qualify the Corporation's license.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

(JA109090;1)

H03000134188

H03000134188

ARTICLE VCapital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is three thousand (3,000) shares of Common Stock ("Common Stock") having no par value per share.

ARTICLE VIIncorporator

The name and mailing address of the incorporator of the Corporation is as follows:

NameAddress

MOTOLAW, Inc.

50 North Laura Street, Suite 2500  
Jacksonville, FL 32202ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

NameAddress

Harrison Cutler

77 Cleve Road  
Montreal, Quebec, Canada H3X 1A7

Robert Cutler

7553 Baily  
Montreal, Quebec, Canada H4W 2Z6

Herbert William Julich

22 Vassar Place  
Rockville Center, New York 11570

{JA109060:1}

H03000134188

H03000134188

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of the Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Duval County, Jacksonville, Florida this 22nd day of April, 2003.

INCORPORATOR:

MOTOLAW, Inc.

By: I. A. Colao

Ivan A. Colao, Vice President

(JA109090:1)

03 APR 22 AM 8:49  
H03000134188  
TAMPA, FLORIDA

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That DELMAR LOGISTICS (FL) INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, Florida Statutes.

Dated this 22<sup>nd</sup> day of April, 2003.

MOTOLAW, Inc.

By: Ivan A. Colao

Ivan A. Colao, Vice President