

P04000134197

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

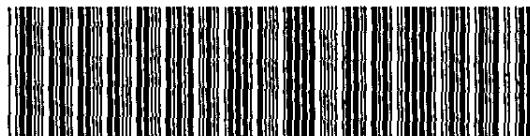
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FBI - JEFFERSON

LEAGUE & JESPERSON, P.A.

3955 Riverside Avenue, Suite 100
Jacksonville, FL 32205
(904) 981-2709
(904) 425-4989 fax
www.ljlaw.net

Gordon O. Jesperson, Esq.
(904) 425-4704
goj@ljlaw.net

December 26, 2004

ATTN: Thelma Lewis
Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: RIO Trucking Inc. - reference No. P04000134197

Dear Ms. Lewis:

Enclosed please find a copy of your letter dated December 10, 2004 as well as the Amended and Restated Articles of Incorporation for RIO Trucking Inc.

Thank you for your assistance. Should you have any questions please call me at the number above.

Sincerely yours,



Gordon O. Jesperson

Enclosure

LEAGUE & JESPERSON, P.A.

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Jacksonville, FL 32205
(904) 981-2709
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Gordon O. Jesperson, Esq.
(904) 425-4704
goj@ljlaw.net

December 15, 2004

ATTN: Thelma Lewis
Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32399

RE: RIO Trucking Inc. - reference No. P04000134197

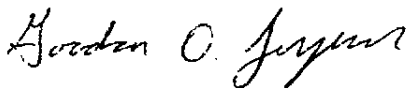
Dear Ms. Lewis:

Enclosed please find a copy of your letter dated December 10, 2004. I spoke to your office this morning and was told I could respond to your comments in a letter without changing the documents already submitted. Therefore, in response to your comments please note that the Amendment to the Articles of Incorporation of RIO Trucking, Inc. was unanimously approved by the shareholders on November 30, 2004.

The name of the law firm serving as the Registered Agent has changed from League Law Offices, PA to League & Jesperson, P.A. As such, on behalf of League & Jesperson, P.A. I am familiar with and accept the duties and responsibilities as registered agent for RIO Trucking Inc.

Thank you for your assistance. Should you have any questions please call me at the number above.

Sincerely yours,



Gordon O. Jesperson

Enclosure



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 10, 2004

GORDON O. JESPERSON, ESQ.
LEAGUE & JESPERSON, P.A.
3955 RIVERSIDE AVENUE, SUITE 100
JACKSONVILLE, FL 32205

SUBJECT: RIO TRUCKING INC.
Ref. Number: P04000134197

We have received your document for RIO TRUCKING INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The Amended and Restated Articles of Incorporation must state the approval by the shareholder and date of adoption.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return 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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 704A00069129

LEAGUE & JESPERSON, P.A.

3955 Riverside Avenue, Suite 100
Jacksonville, FL 32205
(904) 981-2709
(904) 425-4989 fax
www.ljlaw.net

Gordon O. Jespersen
(904) 425-4704

December 2, 2004

Amendment Section
Florida Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: RIO Trucking Inc. – Amended and Restated Articles of
Incorporation

Dear Sir or Madam:

Enclosed please find the following:

1. Amended and Restated Articles of Incorporation for RIO Trucking Inc.
2. A check in the amount of \$43.75.

Please direct all correspondence concerning this matter to:

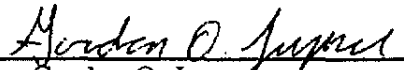
Gordon O. Jespersen
League & Jespersen, P.A.
3955 Riverside Avenue, Suite 100
Jacksonville, FL 32205

The Amended and Restated Articles of Incorporation were approved by the shareholders. The number of votes cast for the Amended and Restated Articles of Incorporation were sufficient for approval.

Please forward a certified copy of this amendment to the address above. Should have any questions please call me at (904) 425-4704.

Amendment Section
Florida Division of Corporations

Thank you for your attention to this matter.


Gordon O. Jespersen

Enclosure

AMENDED AND RESTATED

FILED

04 DEC 29 PM 3:53

ARTICLES OF INCORPORATION

OF

RIO Trucking Inc.

Pursuant to the provisions of section 607.1007, Florida Statutes, this Florida Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

Article I.

The name of the corporation is RIO Trucking Inc. (the "Corporation").

Article II.

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of common stock. The shares of common stock have unlimited voting rights and are entitled to receive the net assets of the Corporation. The par value of the common stock is \$0.001 per share.

Article III.

The address of the initial registered office of the Corporation is c/o League & Jespersen, P.A. 3955 Riverside Avenue, Suite 100, Jacksonville, Florida 32205 and the name of the registered agent of the Corporation at such address is League & Jespersen, P.A.. The mailing address of the Corporation for notices is c/o League & Jespersen, P.A. 3955 Riverside Avenue, Suite 100, Jacksonville, Florida 32205.

Article IV.

The name and address of the incorporator are: Gordon O. Jespersen, League & Jespersen, P.A. 3955 Riverside Avenue, Suite 100, Jacksonville, Florida 32205.

Article V.

The Corporation is authorized to purchase shares of Common Stock from present and former employees, consultants and directors pursuant to the arrangements approved by the Board of Directors.

Article VI.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this Article VI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to the

Florida Business Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs prior to the effective date of such amendment.

Article VII.

Action required or permitted by the Florida Business Corporation Act to be taken at a shareholders' meeting may be taken without a meeting if the action is taken pursuant to written consent by shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shareholders entitled to vote on the action were present and voted.

Article VIII.

A. Indemnification. The Corporation shall indemnify to the fullest extent not prohibited by law any Person who was or is a party or is threatened to be made a party to any Proceeding against all expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Person in connection with such Proceeding. Notwithstanding the foregoing, the Corporation shall not indemnify any Person from or on account of acts or omissions of such Person of a type for which liability could not be eliminated for a director under Section 607.0850 of the Florida Business Corporation Act.

B. Advancement of Expenses. Expenses incurred by a Person in defending a Proceeding shall in all cases be paid by the Corporation in advance of the final disposition of such Proceeding at the written request of such Person, if the Person:

1. furnishes the Corporation a written affirmation of the Person's good faith belief that such Person has met the standard of conduct described in the Florida Business Corporation Act or is entitled to be indemnified by the Corporation under any other indemnification rights granted by the Corporation to such Person; and

2. furnishes the Corporation a written undertaking to repay such advance to the extent it is ultimately determined by a court that such Person is not entitled to be indemnified by the Corporation under this Article VIII or under any other indemnification rights granted by the Corporation to such Person.

Such advances shall be made without regard to the Person's ability to repay such advances and without regard to the Person's ultimate entitlement to indemnification under this Article VIII or otherwise.

C. Definition of "Proceeding" and "Person". The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which an individual may be or may have been involved as a party or otherwise by reason of the fact that the individual is or was a director or officer of the Corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or fiduciary of an employee benefit plan of another Corporation, partnership, joint venture, trust, or other enterprise, whether or not serving in such capacity at the

time any liability or expense is incurred for which indemnification or advancement of expenses can be provided under this Article VIII. The term "Person" means any individual serving in a capacity described in this Paragraph.

D. Non-Exclusivity and Continuity of Rights. This Article VIII: (i) shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, agreement, general or specific action of the board of directors, vote of stockholders or otherwise, both as to action in the official capacity of the Person indemnified and as to action in another capacity while holding office, (ii) shall continue as to a Person who has ceased to be a director or officer, (iii) shall inure to the benefit of the heirs, executors, and administrators of such Person, and (iv) shall extend to all claims for indemnification or advancement of expenses made after the adoption of this Article VIII.

E. Amendments. Any repeal of this Article VIII shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article VIII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding. The was unanimously approved by the Shareholders on November 30, 2004.

Date: November 30 2004.


Patrick J. Saalfield, President

The name of the law firm serving as the Registered Agent has changed from League Law Offices, PA to League & Jespersion, P.A. As such, on behalf of League & Jespersion, P.A. I am familiar with and accept the duties and responsibilities as registered agent for RIO Trucking Inc.


Gordon O. Jespersion