

STEVEN H. KANE*
JEFFREY M. KOLTUN**

*L.L.M. in Taxation
Florida Board Certified in
Wills, Estates and Trusts

**Also admitted in Ohio
and Kentucky

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***Also admitted in Kentucky
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****Also admitted in Indiana

July 15, 2005

Secretary of State
Bureau of Corporate Records
Attention: Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Ace Expeditors of Alabama, Inc.
Effective Date: Date of Filing

Dear Sir or Madam:

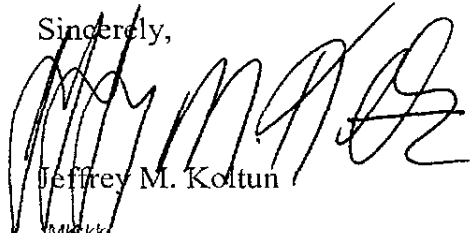
In connection with the formation of the above corporation, we have enclosed the following:

1. Two signed originals of the Articles of Incorporation of Ace Expeditors of Alabama, Inc., including the Designation and Acceptance of Registered Agent.
2. A check in the amount of \$70.00 payable to the Department of State to cover the \$35.00 filing fee and the \$35.00 fee for Designation of Registered Agent.

The duplicate copy of the Articles of Incorporation has been subscribed to and acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return it to me at your earliest convenience.

Please contact me if you have any questions or need additional information.

Sincerely,



Jeffrey M. Koltun

JMK:kk

Enclosures

cc: Mr. Kenneth Halbert

**ARTICLES OF INCORPORATION
OF
ACE EXPEDITERS OF ALABAMA, INC.**

FILED
05 JUL 18 AM 9:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of the corporation formed pursuant to these Articles of Incorporation is Ace Expediters of Alabama, Inc.

ARTICLE II - DURATION

The corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation with the Secretary of State, State of Florida.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, *Florida Statutes*.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 10,000 shares of \$.01 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT,
AND CORPORATE ADDRESS**

The street address of the initial registered agent of the corporation is as follows:

220 Weber Street
Orlando, Florida 32803

The name of the initial registered agent of the corporation is:

Kenneth Halbert

The street address of the corporate offices shall be:

220 Weber Street
Orlando, Florida 32803

ARTICLE VI - INITIAL BOARD OF DIRECTORS AND OFFICERS

A. The corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the Bylaws but shall never be less than one (1).

B. The names and addresses of the initial directors and officers of the corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Kenneth Halbert	Post Office Box 2513 Orlando, Florida 32802	President/Director
Richard Cooper	Post Office Box 2513 Orlando, Florida 32802	Vice President/ Secretary/Treasurer/ Director

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Kenneth Halbert	Post Office Box 2513 Orlando, Florida 32802

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend or repeal the corporation's Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX - PRE-EMPTIVE RIGHTS

Every shareholder of the corporation shall have pre-emptive rights as provided in Section 607.0630 of the *Florida Statutes*.

ARTICLE X - INDEMNIFICATION

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

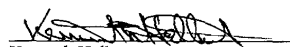
ARTICLE XI - AFFILIATED TRANSACTIONS

The corporation expressly elects not to be governed by the provisions of Section 607.0901, *Florida Statutes*, dealing with affiliated transactions.

ARTICLE XII - AMENDMENT

The corporation reserves the right to amend the Articles of Incorporation in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14 day of July, 2005.


Kenneth Halbert

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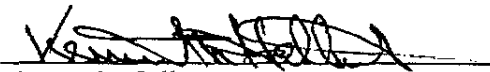
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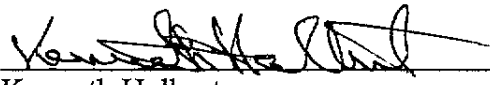
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
05 JUL 18 AM 9:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, *Florida Statutes*, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Ace Expeditors of Alabama, Inc.
2. The name and address of the registered agent and office is Kenneth Halbert, 220 Weber Street, Orlando, Florida 32803.

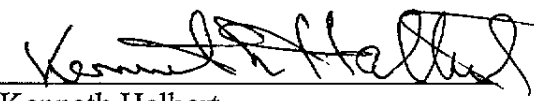
DATED July 14, 2005.


Kenneth Halbert

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

DATED July 14, 2005.


Kenneth Halbert