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2006 AUG 21 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch AUG 22 2006



Barbara Jane League  
(904) 425-4703  
bjl@ljlaw.net

August 14, 2006

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Phoenix Logistics, Inc.'s Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the following:

1. One original and one copy of the Articles of Incorporation for Phoenix Logistics, Inc.
2. A check in the amount of \$78.75.

Please return a certified copy of the Articles of Incorporation to the address in the lower left of this page. If you have any questions please call me at (904) 425-4703.

Sincerely yours,

A handwritten signature in black ink, appearing to read "Barbara Jane League".

Barbara Jane League

Enclosures

tel. 904.981.2709  
fax. 904.425.4989

3955 Riverside Avenue  
Suite 100  
Jacksonville, FL 32205

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 16, 2006

LEAGUE & LESPERSO PA  
ATTN: BARBARA JANE KEAGUE  
3955 RIVERSIDE AVE STE 100  
JACKSONVILLE, FL 32205

SUBJECT: PHOENIX LOGISTICS, INC.  
Ref. Number: W06000036071

We have received your document for PHOENIX LOGISTICS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 506A00050582

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2006 AUG 21 PM 3:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PHOENIX LOGISTICS OF JACKSONVILLE, INC.**

The undersigned individual of the age of eighteen years or more, acting as incorporator under the Florida Business Corporation Act, adopts the following articles of incorporation:

**Article I.**

The name of the corporation is Phoenix Logistics of Jacksonville, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporation shall be 2771-29 Monument Road #360, Jacksonville, FL 32225.

**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 \$0.01 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 initial 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: Barbara Jane League, 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.

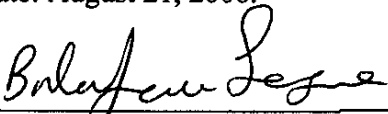
C. Definition of "Proceeding" and "Person". The term "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether brought in the right of the Corporation or otherwise and whether of a civil, criminal, administrative, or investigative nature, in which an individual may 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.

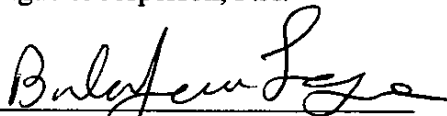
E. Amendments. Any repeal of this Article VIII shall only be prospective and no repeal or modification hereof shall adversely affect the rights under this Article VIII in effect at the time of the alleged occurrence of any action or omission to act that is the cause of any Proceeding.

Date: August 21, 2006.

  
\_\_\_\_\_  
Barbara Jane League  
Incorporator

Having been named as registered agent to accept service of process for Phoenix Logistics of Jacksonville, Inc., at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

League & Jespersen, P.A.

  
\_\_\_\_\_  
Barbara Jane League, Shareholder  
League & Jespersen, P.A.