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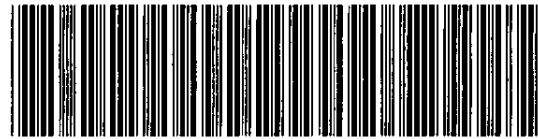
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2008 MAY 12 A 11:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 13 2008
D.A. WHITE

LAW OFFICES OF



Rudolph, Fine,
Porter & Johnson, LLP

221 N. W. FIFTH STREET
EVANSVILLE, INDIANA 47708

TELEPHONE: (812) 422-9444
FACSIMILE: (812) 421-7459
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May 9, 2008

MAILING ADDRESS:

P. O. BOX 1507
EVANSVILLE, IN 47706-1507

- (i) ALSO ADMITTED IN FLORIDA
- (ii) ALSO ADMITTED IN KENTUCKY
- (iii) ALSO ADMITTED IN ILLINOIS
- (iv) ALSO ADMITTED IN ALABAMA,
LOUISIANA AND KENTUCKY

*CERTIFIED CIVIL MEDIATOR

ROSS E. RUDOLPH *
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PAUL C. RUDOLPH

R. STEVEN KROHN
SILVER B. EBERLY (iv)
DONALD R. WRIGHT*
(Of Counsel)

FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Cent Building
Tallahassee, Florida 32301

RE: ALS Supply Chain Solutions, Inc.

Gentlemen:

Enclosed please find three (3) fully executed copies of Articles of Incorporation for ALS Supply Chain Solutions, Inc. Please file these Articles of Incorporation with your office and return to our office two (2) copies of the same, with your acceptance stamped thereon in the enclosed, self-addressed, postage prepaid envelope.

To cover the cost of filing the Articles of Incorporation, we are enclosing our check in the amount of Seventy-Eight and 75/100 Dollars (\$78.75).

We shall appreciate receiving the filed and approved copies of the Articles of Incorporation at your earliest convenience.

Very truly yours,

RUDOLPH, FINE, PORTER & JOHNSON, LLP

By:

Marc D. Fine
mdf@rfpj.com

MDF:cds
Enclosures



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COVER LETTER

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2000 MAY 12 A 11: 35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ALS Supply Chain Solutions, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☒ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Marc D. Fine

Name (Printed or typed)

221 N.W. Fifth Street, P.O. Box 1507

Address

Evansville, IN 47706-1507

City, State & Zip

(812) 422-9444

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
ALS SUPPLY CHAIN SOLUTIONS, INC.

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THE UNDERSIGNED incorporator, desiring to form a corporation pursuant to the provisions of the Florida Business Corporation Act, as amended, (the "BCA") of the State of Florida executes the following Articles of Incorporation:

2009 MAY 12 A 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name

The name of the Corporation shall be ALS Supply Chain Solutions, Inc. (the "Corporation").

ARTICLE II
Purposes and Powers

Section 1. Purposes of the Corporation.

The purposes for which the Corporation are organized are as follows:

(a) To enter into, promote or conduct any kind of business, contract or undertaking permitted to corporations for profit organized under the BCA, and in connection therewith, to acquire, take over and dispose of any or all of the assets of any corporation, association, partnership, firm or individual, to assume the rights and liabilities, guarantee or become surety for the performance of any obligation of any such corporation, association, partnership, firm or individual, and to participate in any way in the affairs of any such corporation, association, partnership, firm or individual.

(b) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, and to do all acts and things necessary, convenient, or expedient to carry out the purposes for which the Corporation was formed.

(c) To acquire, by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands whether owned, leased or occupied by the Corporation.

(d) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this Corporation.

(e) To exercise all other powers, rights and privileges granted to corporations organized under the BCA and all acts amendatory of or supplemental to said Law; and the enumeration of certain purposes and powers as herein specified is not intended as exclusion of, or as a waiver of, any of the purposes, powers, rights or privileges granted or conferred by said Florida Business Corporation Law or by the said laws of the State of Florida now or hereafter enacted.

Section 2. Powers of the Corporation.

The Corporation shall have all powers, rights and privileges granted to corporations organized under the BCA and all acts amendatory of or supplemental to the BCA. The enumeration of certain purposes and powers as herein specified is not intended as exclusion of, or as a waiver of, any of the purposes, powers, rights or privileges granted or conferred by the BCA or by the said laws of the State of Florida now or hereafter enacted.

ARTICLE III

Duration

The duration of said Corporation shall be perpetual.

ARTICLE IV

Registered Agent and Principal Office

Section 1. Registered Office. The street address of the registered office of said Corporation shall be 1660 N.W. 65th Avenue, Suite 1, Plantation, Florida 33313.

Section 2. Registered Agent. The name and street address for the registered agent of the Corporation shall be Thomas R. Przybojewski 1660 N.W. 65th Avenue, Suite 1, Plantation, Florida 33313.

Section 3. Principal Office. The street address of the principal office of the Corporation shall be 1660 N.W. 65th Avenue, Suite 1, Plantation, Florida 33313.

ARTICLE V

Authorized Shares

Section 1. Number of Authorized Shares. The total number of authorized shares which the Corporation shall have the authority to issue shall be Ten Thousand (10,000) authorized shares consisting of Ten Thousand (10,000) authorized shares without par value and of one (1) class only.

Section 2. Right to Restrict. The Board of Directors, by resolution, shall have the right to restrict the sale of the capital stock of the Corporation in any manner that they see fit, consistent with the laws of the State of Florida; provided, however, notice of such restriction is given on the stock certificates.

Section 3. Consideration for Capital Shares. Shares of capital stock shall be issued for such consideration, terms, conditions as the Board of Directors by resolution, from time to time, shall determine.

ARTICLE VI

Terms of Authorized Shares; Voting Rights

Section 1. Terms. All shares are of one and the same class with the same relative rights, privileges, powers, obligations, liabilities, duties and restrictions. These shares may be issued for any consideration as determined by the Board of Directors, including tangible or intangible property or benefit to the Corporation, at such price and amount per share as may be determined by the Board of Directors.

Section 2. Dividends. The shareholders shall be entitled to receive dividends as declared by the Board of Directors. Dividends may be paid in cash, property or in authorized but unissued shares of the Corporation. All shares of common stock shall participate equally in dividends.

Section 3. Payment on Dissolution. In the event of voluntary or involuntary dissolution or liquidation of the Corporation, all share of common stock shall participate equally and without preference in the distribution of the net assets of the Corporation.

Section 4. Voting.

- (a) Voting Rights. Except as may be otherwise provided in these Articles of Incorporation, every share of common stock shall have the right to vote with respect to all corporate matters, including the election of the Board of Directors. Unless these Articles of

Incorporation provide otherwise, the respective record holders of common stock shall be entitled to cast one (1) vote for each share of stock held of record by such record holder.

- (b) Proxies. A shareholder may vote either in person or by a proxy appointed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless a longer time is expressly provided therein. Each proxy shall be revocable unless expressly provided therein to be irrevocable and the appointment is coupled with an interest as provided in Chapter 607.0722, F.S.
- (c) Quorum and Action. At any meeting of shareholders, a majority of the shares outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum. The act of a majority of the shares represented at any meeting at which a quorum is present shall be the act of the shareholders.
- (d) Voting of Shares Owned by Other Corporations. Shares of the Corporation standing in the name of another corporation may be voted by such officer, agent or proxy as the Board of Directors of such other corporation may appoint, or as the bylaws of such other corporation may prescribe.

Section 5. Shareholder Action. Except as otherwise provided in these Articles of Incorporation, all actions taken by the shareholders shall be by a majority vote entitled to vote of the numbers of shares entitled to vote, including but not limited to an election of directors.

ARTICLE VII

Provisions for Regulation of Business and Conduct of Affairs of Corporation

Section 1. Meeting of Shareholders. Each annual meeting of the shareholders of this Corporation, together with all meetings of the Board of Directors, and matters of detail generally concerning both shareholders and directors and other details incident to the Corporation shall be fixed and prescribed by the By-laws of this Corporation, which shall be so framed or drawn as not to be inconsistent with any of the provisions of the BCA.

Section 2. Class of Stock. There shall be one class of capital stock, which shall be designated as Common Capital Stock, all of which shares of stock shall have no par value.

Section 3. Amendment of Articles. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the provisions of the BCA and amendments thereof, or any other pertinent enactment of the General Assembly of the State of Florida, and all rights and powers conferred hereby on shareholders, directors and/or officers are subject to this reserve power.

Section 4. Election of Directors. Election of directors need not be by ballot unless the By-laws so provide. A majority of the remaining directors shall elect directors to fill vacancies in such Board.

Section 5. Self-dealing. If this Corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are shareholders, directors, or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such officer, director, or directors may or may not have interests therein which are or might be adverse to the interests of this Corporation, provided that such contract or transaction is entered into in good faith in the usual course of business.

Section 6. Action without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or shareholders, or of any committee of such Board, may be taken without a meeting, if the action is taken by all members of the Board or all shareholders entitled to vote on the action, or by all members of such committee, as the case may be. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, or all the shareholders entitled to vote on the action, or by each member of such committee, as the case may be, and, in the case of action by the Board of Directors or a committee thereof, included in the minutes or filed with the corporate records reflecting the action taken or in the case of action by the shareholders, delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Action taken under this paragraph is effective when the last Director, shareholder, or committee member, as the case may be, signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. Such consent shall have the same effect as a unanimous vote of all members of the Board, or all shareholders, or all members of the committee, as the case may be, and may be described as such in any document.

Section 7. Nonliability of Shareholders. Shareholders of the Corporation are not personally liable for the acts or debts of the Corporation, nor is private property of shareholders subject to the payment of corporate debts.

Section 8. Indemnification of Incorporator. Every person who is or was an incorporator or promoter of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his or her official capacity, provided that such person is determined in the manner specified in Chapter 607.0850, F.S. to have met the standard of conduct specified in Chapter 607.0850, F.S. Upon demand for such indemnification, the Corporation shall proceed as provided in Chapter 607.0850, F.S. to determine whether such person is entitled to indemnification. Nothing contained herein shall limit or preclude the exercise of any right relating to indemnification of or advance of expenses to any incorporator or promoter of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any incorporator or promoter.

ARTICLE VIII Board of Directors

The number of directors may be from time to time fixed or determined by the By-Laws of the Corporation at any number. Directors need not be shareholders of the Corporation.

ARTICLE IX Incorporator

The name and post office mailing address of the Incorporator is Thomas R. Przybojewski, 1660 N.W. 65th Avenue, Suite 1, Plantation, Florida 33313.

ARTICLE X Indemnification of Officers, Directors and Other Persons

Section 1. Extent of Indemnification.

(a) To the extent not prohibited by Florida law, every person (and the heirs and personal representatives of such person) who is or was a Director, officer, trustee, member, of a committee appointed by the Board of Directors, employee or agent of the Corporation or who at the request of the Corporation is or was a Director, officer, trustee, committee member, employee or agent of another Corporation or is or was acting in any capacity in a partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him in connection with or resulting from any non-criminal claim, action, suit or proceeding in the following

instances:

- (i) if such Director, officer, trustee, committee member, employee or agent is determined, as provided in Section 3 of this Article X, to have acted in good faith; and
- (ii) the individual reasonably believed; (A) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the Corporation's best interests; and (B) in all other cases, that the individual's conduct was at least not opposed to the Corporation's best interests.

(b) With respect to any criminal action or proceeding, every person described in paragraph 1(a) of this Article shall be indemnified to the extent provided in paragraph 1(a) of this Article if the individual either:

- (i) had reasonable cause to believe his or her conduct was lawful; or
- (ii) had no reasonable cause to believe that his or her conduct was unlawful.

(c) The termination of any claim, action, suit or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director, officer, trustee, committee member, employee or agent did not meet the standards of conduct set forth in paragraphs 1(a) or 1(b) of this Article.

Section 2. Definitions.

(a) The terms "claim, action, suit or proceedings", whether used individually or together, shall include every claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other Corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director, officer, trustee, committee member, employee or agent of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:

- (i) by reason of his being or having been Director, officer, trustee, committee member, employee or agent of this Corporation or of any other Corporation where he served as such at the request of this Corporation, or
- (ii) by reason of his acting or having acted in any capacity in a partnership, joint venture, association, trust, or other organization or entity where he served as such at the request of this Corporation, or
- (iii) by reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.

(b) The terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a Director, officer, trustee, committee member, employee or agent.

(c) The term "party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

Section 3. Procedure for Claiming Indemnification.

The Corporation shall not indemnify a person hereunder unless authorized in the specific case after a determination has been made that indemnification of such person is permissible in the circumstances

because he or she has met the standards of conduct set forth in Section 1 of this Article X. Such determination shall be made by one (1) of the following procedures:

(a) By the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding.

(b) If a quorum cannot be obtained under Section 3(a) of this Article X, by majority vote of a committee designated by the Board of Directors consisting solely of at least two (2) directors not at the time parties to the proceeding. Directors who are parties may participate in the designation.

(c) By special legal counsel:

(i) Selected by the Board of Directors or a committee thereof in the manner prescribed in paragraph 3(a) or 3(b) of this Article X; or

(ii) If a quorum of the Board of Directors cannot be obtained under paragraph 3(a) of this Article X and a committee cannot be designated under paragraph 3(b) of this Article X, selected by majority vote of the full Board of Directors. Directors who are parties may participate in the selection.

(d) By the members. However, membership voted under the control of Directors who are at the time parties to the proceedings may not be voted on the determination.

Authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible. However, if the determination is made by special legal counsel, authorization of indemnification and evaluation as to the reasonableness of expenses shall be made by those entitled under paragraph 3(c) of this Article X to select counsel.

Section 4. No Limit on Other Rights.

The rights of indemnification provided in this Article X shall be in addition to any rights to which any such Director, office trustee, committee member, employee or agent may otherwise be entitled under the Corporation's By-laws, a resolution of the Board of Directors or of the members, or any other authorization whenever adopted after notice, by a majority vote of all voting members of the Corporation. Irrespective of the provisions of this Article X, the Board of Directors may, at any time and from time to time:

(a) approve indemnification of Directors, officers, trustees, committee members, employees, agents or other persons to the full extent permitted by the provisions of the BCA, whether on account of past or future transactions, and

(b) authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, trustee, committee member, employee or agent of the Corporation, or who at the request of the Corporation is or was a Director, officer, trustee, committee member, employee or agent of another Corporation or is or was acting in any capacity in a partnership, joint venture, trust or other enterprise, against any liability asserted against him or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

Section 5. Advancement of Expenses.

(a) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced to an individual by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum

- (i) the individual furnishes the Corporation a written affirmation of the individual's good faith belief that such individual has met the standard of conduct described in Section 1 of this Article X;
- (ii) the individual furnishes the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance if it is ultimately determined that the individual did not meet the standard of conduct; and
- (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Article X or under the BCA.

(b) The undertaking required by subparagraph 5(a)(ii) of this Article X must be unlimited general obligation of the individual but need not be secured and may be accepted without reference to financial ability to make repayment.

(c) Determinations and authorizations of payments under this section shall be made in the manner specified in Section 3 of this Article X.

The undersigned hereby verify subject to penalties of perjury that the facts contained herein are true.


IN WITNESS WHEREOF, witness my signature this 6TH day of May, 2008.



Thomas R. Przybojewski

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 607.0501, F.S.

REGISTERED AGENT



Thomas R. Przybojewski

This instrument prepared by:

Marc D. Fine, Esq.
RUDOLPH, FINE, PORTER & JOHNSON, LLP
221 N.W. Fifth St.
P.O. Box 1507
Evansville, Florida 47706
Telephone: (812) 422-9444

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA