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Division of Corporations

20001/0005

Florida Department of State

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COR AMND/RESTATE/CORRECT OR O/D RESIGN SIMPLEX TRANSPORTATION MANAGEMENT SERVICES, INC.

Certificate of Status	0
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Page Count	04
Estimated Charge	\$35.00

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
SIMPLEX TRANSPORTATION MANAGEMENT SERVICES, INC.**

Pursuant to Sections 607.1003 and 607.1007 of the Florida Business Corporation Act (the "FBCA"), the undersigned, being the President of Simplex Transportation Management Services, Inc., a Florida corporation (the "Corporation"), and desiring to amend and restate its Articles of Incorporation, hereby certifies that:

FIRST: The Corporation's original Articles of Incorporation were filed by the Florida Department of State, Division of Corporations, on December 26, 2018, and were assigned Document No. P19000000254.

SECOND: On November 12, 2020, the shareholders and directors of the Corporation duly approved that certain Simplex Transportation Management Services, Inc. 2020 Equity Incentive Plan (as may be amended and/or restated from time to time, the "Plan").

THIRD: On December 29, 2020, the Amended and Restated Articles of Incorporation set forth below were duly adopted by unanimous written consent of the directors of the Corporation pursuant to Section 607.0821 of the FBCA and then, upon the directors' recommendation, duly approved by unanimous written consent of the shareholders of the Corporation pursuant to Section 607.0704 of the FBCA. The number of shareholders consenting to the amendment and restatement of the Corporation's original Articles of Incorporation was sufficient for approval.

FOURTH: The Amended and Restated Articles of Incorporation set forth below amend, restate, and supersede in their entirety the Corporation's original Articles of Incorporation, filed by the Florida Department of State, Division of Corporations, on December 26, 2018.

**ARTICLE I
NAME**

The name of the corporation is: Simplex Transportation Management Services, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal street address and mailing address of the Corporation is:

7500 NW 52nd Street
Suite 100
Miami, Florida 33166

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ARTICLE III PURPOSE

The purpose for which the Corporation is organized is any and all lawful business.

ARTICLE IV SHARES

The total number of shares of common stock, \$.01 par value, that the Corporation is authorized to issue is 2,200,000 shares, of which 2,000,000 shares are designated "Class A Stock" and 200,000 shares are designated "Class B Stock". No fractional shares of Class A Stock or Class B Stock shall be issued.

Class A Stock. Each issued and outstanding share of Class A Stock shall be entitled to one vote on each matter submitted to a vote of the shareholders.

Each shareholder of Class A Stock shall be entitled to a proportionate share of any duly declared dividend on Class A Stock based on the number of shares of Class A Stock held by such shareholder relative to the aggregate number of issued and outstanding shares of Class A Stock.

In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, the net assets of the Corporation shall be distributed to each shareholder of Class A Stock in proportion to the number of shares of Class A Stock held by such shareholder relative to the aggregate number of issued and outstanding shares of Class A Stock.

Class B Stock. Shares of Class B Stock shall have no voting rights.

Each shareholder of Class B Stock shall be entitled to a proportionate share of any duly declared dividend on Class B Stock based on the number of shares of Class B Stock held by such shareholder relative to the aggregate number of issued and outstanding shares of Class B Stock.

In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, no assets of the Corporation shall be distributed to shareholders of Class B Stock.

Shares of Class B Stock shall only be issuable to consultants, directors, and employees of the Corporation or of entities directly or indirectly controlling, controlled by, or under common control with the Corporation.

In accordance with and subject to the provisions of the Plan, a shareholder of Class B Stock may exchange Class B Stock for a comparable number of shares of Class A Stock.

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**ARTICLE V
ADMINISTRATION OF EQUITY INCENTIVE PLAN**

Either the Board of Directors of the Corporation, or a committee appointed thereby, shall administer the Plan and determine, among other things authorized under the Plan, the Plan participants to whom shares of Class B Stock shall be awarded, the number of shares of Class B Stock to be made subject to each such award, whether a shareholder of Class B Stock has satisfied all requirements under the Plan to exchange Class B Stock for Class A Stock, and the number of shares of Class A Stock to issue upon exchange.

**ARTICLE VI
OFFICERS AND/OR DIRECTORS**

The names, addresses, and titles of the officers of the Corporation are as follows:

Rigoberto Diaz
President
7500 NW 52nd Street
Suite 100
Miami, FL 33166

Carlos A. Saladrigas, Jr.
Vice President
7500 NW 52nd Street
Suite 100
Miami, Florida 33166

**ARTICLE VII
INCONSISTENT PROVISIONS**

In the event of any conflict between the provisions of this Amended and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of this Amended and Restated Articles of Incorporation shall prevail.

**ARTICLE VIII
REGISTERED AGENT AND OFFICE**

The name of the registered agent of the Corporation is Rigoberto Diaz and the Florida street address of the Corporation's registered agent is 7500 NW 52nd Street, Suite 100, Miami, FL 33166.

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

DocuSigned by:

Rigoberto Diaz

Rigoberto Diaz, Registered Agent

Date: December 29, 2020

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**ARTICLE IX
EFFECTIVE DATE**

The effective date and time of these Amended and Restated Articles of Amendment shall be the date and time they are filed with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned, in his capacity as President of the Corporation, has executed these Amended and Restated Articles of Incorporation of Simplex Transportation Management Services, Inc. as of the date set forth below.

DocuSigned by:
Rigoberto Diaz
081408C1352C410

Date: December 29, 2020

Rigoberto Diaz, as President

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