

**195 0000 5227**

**PATTERSON, CLAUSSEN, SANTOS & HUME**

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS  
ATTORNEYS AT LAW

COURTHOUSE TOWER - 18<sup>TH</sup> FLOOR  
44 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-1808

KENNETH F. CLAUSSEN, P.A.  
CHARLES LEA HUME, P.A.  
JOHN H. PATTERSON, P.A.  
JOHN H. PATTERSON, JR., P.A.  
JOSE A. SANTOS, JR., P.A.

January 17, 1995

AREA CODE 305  
TELEPHONE 380-9000  
TELECOPIER 372-3940

OF COUNSEL  
MARIA ISABEL HOELLE  
JAMES H. SWEENEY, III, P.A.

**Via Federal Express**

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

**Re: Formation of Corporation  
Speedline America Corp.  
Our File No. 4008-05**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 18 PM 1:55

Dear Sir or Madam:

Enclosed are duplicate original Articles of Incorporation of Speedline America Corp. for filing with your office together with our firm's check no. 2146 in the amount of \$122.50 payable to the Secretary of State representing the filing fee therefor. Kindly accept these articles for filing and return one of the duplicate originals date stamped to our office.

Please contact the undersigned if you have any questions regarding the foregoing.

Very Truly Yours,

Patterson, Claussen, Santos & Hume

  
Jose A. Santos, Jr., P.A.

JAS\cd

cc: David L. Bones

*ARC*

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**ARTICLES OF INCORPORATION**  
**OF**  
**SPEEDLINE AMERICA CORP.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JAN 18 PM 1:55

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is Speedline America Corp. (the "Corporation").

**ARTICLE II**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

The Corporation is authorized to issue ten thousand shares of common stock, with a par value of \$0.01 per share.

**ARTICLE IV**

The address of the principal office of the Corporation, and its mailing address, is 1177 Sawgrass Corporate Parkway, Sunrise, Florida, 33323.

**ARTICLE V**

The street address of the Corporation's initial registered office is 18th Floor, Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130. The name of the initial registered agent at that office is Jose A. Santos, Jr.

**ARTICLE VI**

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened

to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

**ARTICLE VII**

The name and address of the incorporator of the Corporation is Jose A. Santos, Jr., 18th Floor, Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
Jose A. Santos, Jr., Incorporator

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Statutes.

  
\_\_\_\_\_  
Jose A. Santos, Jr.

[SpeedIn.Art]

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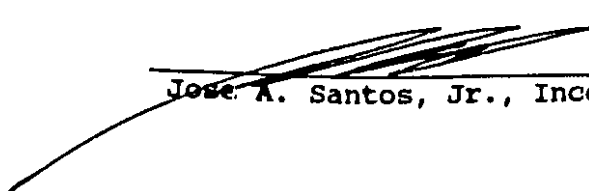
The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened

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[Speedln.Art]

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