

PA50000 14409

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900001411399
-02/21/95--01051--021
1120.00 **70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

FREIGHT HOLDERS ENTERPRISES, INC.

1. _____ (Corporation Name) _____ (Document #)

2. _____ (Corporation Name) _____ (Document #)

3. _____ (Corporation Name) _____ (Document #)

4. _____ (Corporation Name) _____ (Document #)

☒ Walk in ☐ Pick up time 2:00

☐ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

RECEIVED
95 FEB 21 PM 10:23
DIVISION OF CORPORATION

NEW FILINGS	
☒ Profit	
☐ NonProfit	
☐ Limited Liability	
☐ Domestication	
☐ Other	

AMENDMENTS	
☐ Amendment	
☐ Resignation of R.A., Officer/Director	
☐ Change of Registered Agent	
☐ Dissolution/Withdrawal	
☐ Merger	

OTHER FILINGS	
☐ Annual Report	
☐ Fictitious Name	
☐ Name Reservation	

REGISTRATION/ QUALIFICATION	
☐ Foreign	
☐ Limited Partnership	
☐ Reinstatement	
☐ Trademark	
☐ Other	

FILED
95 FEB 21 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION
OF
FREIGHT HOLDERS ENTERPRISES, INC.

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **FREIGHT HOLDERS ENTERPRISES, INC.**

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 12234 Southwest 114 Terrace, Miami, Florida 33186 and the mailing address is the same.

ARTICLE 4 - INCORPORATORS

The name and street addresses of the incorporators of this Corporation are:

Jaime Castro
12234 Southwest 114 Terrace
Miami, Florida 33186

Luis Fernando Giraldo
12805 Southwest 119 Terrace
Miami, Florida 33186

Carmenza Giraldo
12805 Southwest 119 Terrace
Miami, Florida 33186

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be Luis Fernando Giraldo whose address shall be the same as the principal office of the Corporation.



FILED
05 FEB 21 PM 12:07
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:



"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - TITLE

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 12 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.



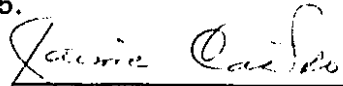
ARTICLE 13 - EFFECTIVE DATE

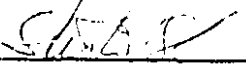
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

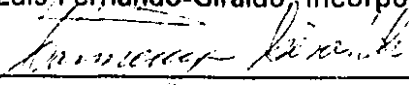
ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17th day of February, 1995.


Jaime Castro, Incorporator


Luis Fernando Giraldo, Incorporator

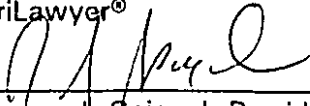

Carmenza Giraldo, Incorporator

FILED
SECRETARY OF STATE
FEB 21 PM 12:07

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®

By: 
Lawrence J. Spiegel, President

ART1INC.SUB



AMERILAWYER®

P95000014409

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

900001441199
-03/28/95--01027--011
*****35.00 *****35.00

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FREIGHT HOLDERS ENTERPRISES, INC.

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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
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☐	NonProfit
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☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
95 MAR 28 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

3/28
John Amos

Examiner's Initials

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
FREIGHT HOLDERS ENTERPRISES, INC.**

FILED
MAR 28 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

FIRST: The president of this corporation shall be changed to **Jaime Castro** whose address shall be the same as the principal address of the Corporation.

SECOND: The date of the adoption of this amendment is the 13th day of March, 1995.

THIRD: The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.

FOURTH: This amendment shall be effective upon the filing with the Secretary of State of Florida.

Signed this 13th day of March, 1995.



Jaime Castro, President

ARTAMEND.PRES

