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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

March 13, 1995

EMPIRE CORPORATE KIT COMPANY

HIAMI, FL

SUBJECT: TRANSPORTATION MANAGEMENT SYSTEMS, INC. REF: M95000005476

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The check submitted must be made payable to the Secretary of State.

Division of Corporations - P.O. Box 6327 - Tallahasses, Florida 32314

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ARTICLES OF INCORPORATION OF TRANSPORTATION MANAGEMENT SYSTEMS, INC.

The undersigned, for the purpose of ferming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of the corporation is Transportation Management Systems, Inc. whose principal address is 1600 West Commercial Blvd., Fort Landerdale, Florida 33309.

ARTICLE TWO

This concration shall have perpetual existence commencing upon filing of these articles.

ARTICLE THREE

The nature of the business to be transacted by this Corporation is to engage in the management of transportation companies and any business reasonably related thereto permitted under the laws of the State of Florida.

ARTICLE FOUR

Capital Stock. The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock (having a par value of \$1.00 per share).

ARTICLE FIVE

The street address of the initial registered office of the corporation is, 1600 West Commercial Rivd., Fort Lauderdale, Florida 33309, and the name of its initial registered agent is Law Offices of John M. Camillo. P.A.

Prepared By: William D. Spruce, Esq.

Law Offices of John M. Camillo, P.A.
1500 West Commercial Bivd.

Pt. Law derdale, FL 33309
Pt. Bar No. 1007110

PL Bar No. 1 967210 (305) 493. 8060

ARTICLE SEL

The number of directors constituting the initial Board of Directors of the corporation is two (2) and the names and addresses of each person who is to serve as a director is:

Philip B. Morgaman 1600 West Commercial Blvd. Fort Lauderdala, FL 33309

Michael R. Gaddis 517 N. Federal Hwy. Fort Lauderdale, FL 33301

ARTICLE SEVEN

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either word or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorises, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or
- (b) The fact of such relationship or interest is disclosed and known to the stockholdens entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- (c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

ARTICLE EIGHT

The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE NINE

Special meetings of stockholders may be called at any time by the President or holder of ten percent (10%) of all outstanding shares.

ARTICLE TEN

The stockholders shall have the right, by majority vote of all holders of constanding shares, at any regular meeting, or at any special meeting called for such purpose, to remove any director of the corporation with or without cause.

ARTICLE ELEVEN

The name and address of the incorporator is:

William D. Spruce, Haq. 1600 West Commercial Blvd. Fort Lauderdale, FL \$3300

STATE OF FLORIDA COUNTY OF BROWARD

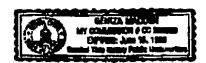
Before me personally appeared William D. Spruce, Esq. to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein supremed.

WITNESS my hand and official scal this

47 0 TANA 1995.

NOTARY PUBL

My Commission Expires:



ADDENDUM TO ARTICLES OF INCORPORATION FOR TRANSPORTATION MANAGEMENT SYSTEMS, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That TRANSPORTATION MANAGEMENT SYSTEMS, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Fort Lauderdele, County of Broward, State of Florida has named Law Offices of John M. Camillo, P.A., 1600 West Commercial Blvd. Fort Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: Maril		55	
John M. Camillo, Esq. Registered Agent	.	3	
STATE OF FLORIDA	1	(1) (1)	لي ،
ON THIS 13th day of 1995, before me appeared Esq., to me personally known and who acknowledged the execution instrument as his free act and deed.	John A of the	L Car	ımille sgrin;
SWORN TO AND SUBSCRIBED before me this 3th day of 1	fouch tette	بون د <u>ځ</u>)5.

LAW OFFICES OF JOHN M. CAMILLO, P.A.

My Commission Expires:

