

P45000027103

4/05/95

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

12:33 AM

((H95000003889)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: ACE INDUSTRIES, INC.
54 NW 11TH ST

MIAMI FL 33136-2890

FAX: (904) 922-4000

CONTACT: LYNN FRIEDMAN
PHONE: (305) 358-2871
FAX: (305) 358-7832

((H95000003889)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: ROADWISE, INC.

FAX AUDIT NUMBER: H95000003889

DATE REQUESTED: 04/05/1995

CERTIFIED COPIES: 1

NUMBER OF PAGES: 5

ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED

TIME REQUESTED: 12:33:00

CERTIFICATE OF STATUS: 0

METHOD OF DELIVERY: FAX

ACCOUNT NUMBER: 070744001530

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000003889)))

** ENTER 'M' FOR MENU. **

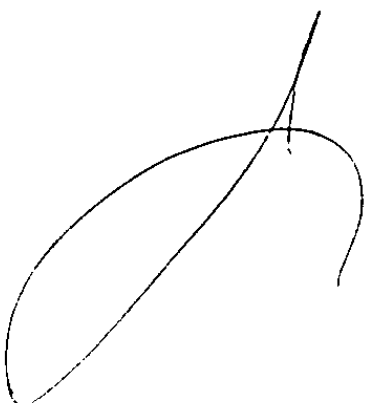
ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

2400 7E1

VT100

On11

 4/5

FILED
95 APR -5 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

END

95 APR -5 PM 2:33

CE:1000

H95-03889

FILED
SERIAL-5 22
JAN 1 1969
FBI - MIAMI

ARTICLES OF INCORPORATION
OF
ROADWISE, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:
ROADWISE, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
ROADWISE 1st ST.
122 1st ST.
Hallandale, FL. 33009

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

H95-03889
ACS INDUSTRIES, INC.
84 NW 11th Street
Miami, FL 33136
305-808-8571

H45-03889

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

H45-03889

H95-03889

To transact any and all lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1,000 shares, having an individual par value of None

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

John Knundson
122 1st ST.
Hallandale, FL. 33009

ARTICLE VII

The initial board of Directors shall consist of a total of person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

John Knundson - President
122 1st ST.
Hallandale, FL. 33009

John Knudson - Secretary
122 1st ST.
Hallandale, FL. 33009

H95-03889

H95-03889

04-01-1903 11141

302 350 7034

ACE INDUSTRIES/PRINTING CORP KIT

P.00

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that ROADWISE, INC.
(Name of Corporation)
desiring to organize under the laws of the State of Florida
(Florida)
with its principal office, as indicated in the articles of incorporation has named John Knudson
(Name of Registered Agent)
located at Hallandale, County of Broward
(City) (County)
State of Florida, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Registered Agent

FILED
95 APR -5 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95-03889

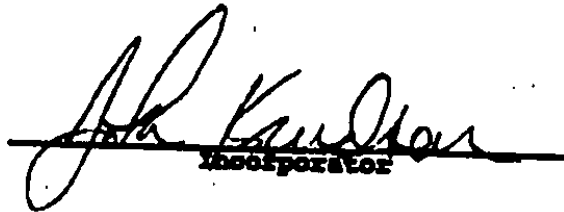
H95-03889

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

John Knudson
122 1st ST.
Hallandale, FL. 33009

The undersigned has executed these Articles of Incorporation
this 4th day of April, 1995.


Incorporator

H95-03889

Henderson & Kisslan

Attorneys at Law

1111 N. W. 11th Avenue • Suite 119 • Tallahassee, Florida 32311

TEL (904) 701-6600

FAX (904) 707-6003

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

OUR FILE NO. 95-12-11

9950000027103

November 9, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

000001635890
-11/14/95--01100--016
*****35.00 *****35.00

RE: ROADWISE, INC.

Dear Sir:

Enclosed please find a Change of Registered Agent form for the above corporation together with our check in the sum of \$35.00 for the filing fee.

Should you have any questions, please feel free to contact me.

Respectfully,

Glenn C. Henderson

GLENN C. HENDERSON

GCH/dsh

Enclosure

FILED
55 NOV 14 PM 1:41
TALLAHASSEE, FLORIDA

9950000027103
11/14/95
11/14/95

CHANGE OF REGISTERED AGENT

1. The name of this corporation is ROADWISE, INC.
2. That by resolution duly adopted by the Board of Directors of this Corporation it has been resolved that the corporation should change its registered agent and registered office.
3. That the name and address of the current registered agent is:
John Knudson
122 1st Street
Hallandale, Florida 33009
4. That the new registered agent and registered office of this corporation shall be as follows:
Glenn C. Henderson
4431 S.W. 64th Avenue, Suite 119
Davie, Florida 33314
5. That the street address of the new registered office of this corporation and the street address of the business office of its' registered agent, as changed, is identical.

DATED this 1 day of NOVEMBER, 1995.

ROADWISE, INC.

BY: John C. Knudson
PRESIDENT

ACCEPTANCE OF REGISTERED AGENT

Glenn C. Henderson, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent by resolution, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Glenn C. Henderson
GLENN C. HENDERSON

Dated this 12 day of November, 1995.