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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33136- FL 33410-0000
CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: 1ST CLASS FREIGHT, INC.
FAX AUDIT NUMBER: H95000006158
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF INCORPORATION
OF**

1st CLASS FREIGHT, INC.

FILED
9 MAY -9 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be:

1st CLASS FREIGHT, INC.

ARTICLE II

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida and:

(a) To **ENGAGE IN TRUCKING, INTER AND INTRA STATE**

and to do any and all things necessary for the carrying out of this business or any sidelines thereto.

(b) To purchase or acquire by gift, devise, bequest, or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

(c) To acquire its own bonds or other obligations or shares of its Capital Stock and to resell or otherwise dispose of the same from time to time to such extent and in such manner and upon such terms as the Board of Directors may determine.

Accounting Service of S. Fla.
George B. Groshim
1210 S/E 5th Street,
Deerfield Beach, Florida 33441
(305) 481.4844

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(d) To enter into, make and perform contracts of every nature, sort and description, which may be necessary or convenient to the carrying out of this business, with any person, firm, association, corporations, municipality, body politic, county, state or government or dependency agency thereof.

(e) To create, construct, develop, operate, plan and produce any and all types, forms and kinds of advertising media of whatsoever kind and nature or promotion of sales, development of any product or products or any part thereof, without restrictions or limit as to amount in any State of the United States or elsewhere.

(f) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided that the same be not contrary with the laws under which the corporation is organized.

(g) To do all and everthing necessary or proper for and in general the carrying on of any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder and to do any and all of the things herein above set forth as principle, agent or otherwise, either alone or in conjunction with others and in any part of the world.

ARTICLE III

STOCK

The authorized Capital Stock of this Corporation shall consist of 100 shares of common stock of \$1.00 par value per share which shall be issued for such consideration as may be fixed by the Board of Directors of the Corporation.

ARTICLE IV

CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than \$ 100.00.

ARTICLE V

CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved by law.

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ARTICLE VI

PRINCIPAL OFFICE

The registered and principal place of business of this corporation shall be at 7040 W. Palmetto Park Road, Suite 2-215 Boca Raton, Florida 33433 and the Registered Agent at this place of business will be with the privilege of having branch or other offices at other places within or without the State of Florida or elsewhere.

ARTICLE VII

NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of 2 person(s).

ARTICLE VIII

DIRECTORS

The name and address of the members of the first Board of Directors who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is as follows:

NAME:	OFFICE:	PO/ADDRESS:
Frank Vasquez	Pres/Treas/Director	3007 30th Lane Green Acres, Florida 33463
Jay Hesson	V-Pres/Secy/Director	7569 Solimar Circle Boca Raton, Florida 33433

ARTICLE IX

SUBSCRIBERS

The name and post office address of each subscriber to this Certificate of Incorporation and a statement of the number of shares subscribed for by each are as follows:

NAME:	ADDRESS:	NO. OF SHARES:	VALUE:
Frank Vasquez	3007 30th Lane Green Acres, Florida 33463	50	\$50.00
Jay Hesson	7569 Solimar Circle Boca Raton, Florida 33433	50	\$50.00

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ARTICLE X

SPECIAL PROVISIONS

(a) No contract or other transaction between the corporation and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Directors or Officers of the corporation, is, or are interested in, or are directors or officers of such other corporation, and any director, individually or jointly, may be a part or parties to, or may be interested in such contract or transaction of the corporation, with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or officer of the corporation is a person or party to or are interested in such issue or contract, act or transaction, or is in any way connected with the corporation for the benefit of himself or any firm, association or corporation in which he may be interested, and any director of the corporation and such subsidiary or controlled corporation.

(b) The corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by Statute and all rights conferred upon stockholders are subject to this reservation.

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Frank Vasquez Pres/Treas.
Jay Messon V/Pres/Sacy.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 8th day of May 1995 A.D.

OFFICIAL NOTARY SEAL
KAREN LYNN JAMISON
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 0024441
MY COMMISSION EXPIRES 8-1-96

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

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

First, that **1st Class Freight, Inc.**, desiring to organize under the laws of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of **Boca Raton**, Florida, hereby designates **Jay Messon** as its agent 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 provisions of said Act relative to keeping open said office.


Jay Messon

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Mail this postcard to people and businesses that send you mail.

Please send mail to new address beginning: 10/23/95

1st CLASS FREIGHT, INC

My Name (Last name, first name, middle initial)

7040 W. PALMETTO PARK RD, #215 Boca Raton FL

OLD Complete Street Address or PO Box or Rural Route and RFD Box

13556 CORAL SPRINGS DR CORAL SPRINGS, FL 33065

City or Post Office

State

ZIP or ZIP+4 Code

1662 S. HILLCREST AVE,

NEW Complete Street Address or PO Box or Rural Route and RFD Box

CLEARWATER FL 34616

City or Post Office

State

ZIP or ZIP+4 Code

813-835-2564

NEW Telephone Number (Optional)

P95000036100

Account Number (if applicable)

Signature

Today's Date

10/23/95

TIP: Don't forget to inform your family members and friends of your move. Be prepared only 10 to 15 days from now when you're leaving for a new home.

TELL YOUR FAMILY MEMBERS & FRIENDS
30 DAYS BEFORE YOU MOVE.

mtu

10. 31.95

Jay P. Wesson
Vice President / Secretary
1st Class Freight, Inc.,
1662 S. Hillcrest Ave.,
Clearwater, FL 34616
813-825-2566 FEIN 65-0577635

November 1995

Ms. [Signature]
Division of Corporations
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

Ms. Poole:

As secretary and Registered Agent for Process under the corporate documents as issued by the State of Florida, Document #P95000036100, I hereby attest that as of 10/25/95, an official change of address has been recorded for 1st Class Freight, Inc.. Our principal office of business, formerly 3556 Coral Springs Dr., Coral Springs, FL 33065, has now been relocated to:

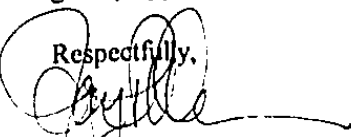
1662 S. Hillcrest Ave.,
Clearwater, FL 34616
813-825-2566

with a mailing address of:
P.O. Box 8256
Clearwater, FL 34618-8256

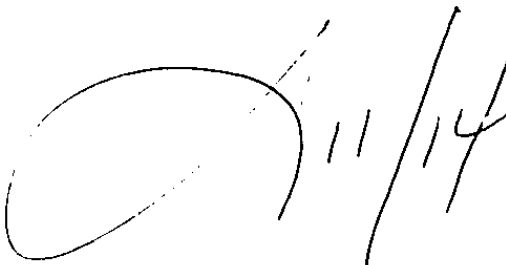
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Furthermore, my principal address of residency is now the same as above for the business. Please reflect our records accordingly so as to evidence my compliance in those requirements of me as stated by the State of Florida. Your time and attention to this is greatly appreciated.

Respectfully,


Jay P. Wesson
Secretary/Vice President

Frank Vasquez, JR
President/ Treasurer


11/14