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STATE OF FLORIDA SUITE 200  
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TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3094  
FAX: (305) 541-3770

(((H95000005684))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SOUTHEAST CARRIERS, INC.  
FAX AUDIT NUMBER: H95000005684 CURRENT STATUS: REQUESTED  
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5/22

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ARTICLES OF INCORPORATION  
OF  
SOUTHEAST CARRIERS, INC.

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ARTICLE I -- NAME

The name of this corporation is: Southeast Carriers, Inc.

ARTICLE II -- PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III -- CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

ARTICLE IV -- PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of sale of either new or treasury stock for cash, property, service, in payment of corporate stock or otherwise, shall have the right to purchase his proportionate share thereof.

ARTICLE V -- INITIAL REGISTERED OFFICE OF AGENT

The street address of the initial registered agent of this corporation is:

7001 S.W. 46th Street, Miami, Florida 33155

and the name of the initial registered agent of this corporation at that address is:

Richard N. Berndt

which agent, pursuant to 048.091, Florida Statutes, shall accept service of process within this State.

ARTICLE VI -- BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the Bylaws. The names and addresses of the initial directors of this corporation are:

Phillip Turtlehawk, Esq.  
10380 W. Flagler St.  
Miami, FL 33174  
(305) 551-4762  
FL. Bar No. 0748102

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Richard N. Berndt, 9760 S.W. 143rd Street, Miami, Florida  
33176

Richard D. Woolf, 18920 Christian Road, Miami, Florida 33157

This corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of this corporation and any person who serves at the request of this corporation as director or officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of this corporation or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any such liability; provided that no person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in or are directors or officers of such corporation; any director individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### ARTICLE VII -- INCORPORATION

The name and address of the person signing these articles is:

Richard N. Berndt, 9760 S.W. 143rd Street, Miami, Florida  
33176

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ARTICLE VIII -- BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders and Board of Directors.

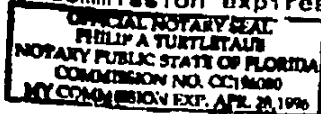
IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation this 17th day of MAY, 1995.

Richard N. Berndt  
Richard N. Berndt

STATE OF FLORIDA  
COUNTY OF DADE

THE FOREGOING instrument was acknowledged before me this 17th day of MAY, 1995, by Richard N. Berndt, who is personally known to me or who has produced as identification.

My commission expires:



Philip A. Turteltaub  
Notary Public

The undersigned, having been named to accept service of process for the above corporation at the place designated in Article VI hereof, hereby accepts such agency and agrees to comply with the provisions of the Florida Statutes relative to keeping open said office.

Richard N. Berndt  
Richard N. Berndt

cc

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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