

P95000054044

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____
PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
95 JUL 13 AM 10:47
DIVISION OF CONSUMER PROTECTION

DMC
7/13/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY B. B. B.

WALK-IN Will Pick Up 7:13 Dpm

RE: Package Express, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File	800001536758	
<input checked="" type="checkbox"/> Corp. Record Search	-07/13/95--01004--018	
<input checked="" type="checkbox"/> Ltd. Partnership File	****122.50 ****122.50	
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		
SUBTOTALS _____		

95 JUL 13 PM 12:35
RECEIVED
DIVISION OF CONSUMER PROTECTION

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

PACKAGE EXPRESS, INC.

FILED

95 JUL 13 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **PACKAGE EXPRESS, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 15970 State Road 84, Sunrise, Florida 33326.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Anna Maria Dileo, 15970 State Road 84, Sunrise, Florida 33326.

ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

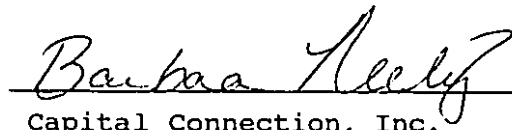
ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of each member of the initial Board of Directors of the corporation is:

Kathleen Maire Elwee, President, 15970 State Road 84, Sunrise, FL 33324

Anna Maria Dileo, Vice President, 15970 State Road 84, Sunrise, FL 33324

The undersigned has executed these Articles of Incorporation this 13th day of July 1995.


Capital Connection, Inc.

Barbara Neeley - President
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 JUL 13 PM 12:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

1. The name of the corporation is: _____

Package Express, Inc.

2. The name and street address of the registered agent and office is: Anna Maria Dileo

15970 State Road 84

Sunrise, FL 33326

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.

x Anna Maria Dileo

P9 5000054044

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG, P.A.

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
DAVID A. CHENKIN
JASON E. PERLMAN

Dec. 27, 1995

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

8000001674298
-12/29/95--01064--009
*****35.00 *****35.00

RE: PACKAGE EXPRESS, INC.

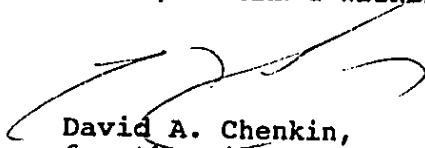
Dear Sir/Madam:

Enclosed please find the original Statement of Change of Registered Office and Registered Agent for the above-referenced Corporation. Please file this document accordingly to reflect Kathleen M. Elwell as the new Registered Agent. I am enclosing my client's check in the amount of \$35.00 representing the fee required to file the enclosed change document.

Please provide proof of filing at your earliest convenience and thank you for your cooperation and assistance in this matter.

Sincerely,

FRANK, EFFMAN & WEINBERG, P.A.

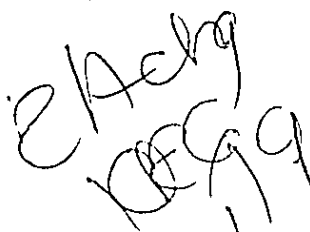

David A. Chenkin,
for the Firm

DAC/km

Encls.

cc: Package Express, Inc.

FILED
95 DEC 29 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Charter No. P95000054044

Date Filed 7/13/95

STATEMENT OF CHANGE OF REGISTERED OFFICE
AND REGISTERED AGENT

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is: PACKAGE EXPRESS, INC.

2. The name and address of its present registered agent is:

ANNA MARIA DILEO
15970 State Road 84
Sunrise, Florida 33326

3. The name and street address to which its registered agent is to be changed is:
(P.O. BOX NOT ACCEPTABLE)

KATHLEEN M. ELWELL

824 S.W. 158th Lane

Sunrise, Florida 33326

4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.

5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

Signature

Kathleen M. Elwell Pres.

(President or Vice President)

Date

Dec. 26, 1995

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT UNDER SECT UN 607.0505, FLORIDA STATUTES.

Please Print/Type Name KATHLEEN M. ELWELL

Signature

Kathleen M. Elwell

(Agent)

Date

Dec. 26, 1995

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG, P.A.

P95000054044

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
DAVID A. CHENKIN
JASON E. PERLMAN

Dec. 27, 1995

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

800001693318
-01/19/96--01064--010
*****35.00 *****35.00

RE: AMENDMENT FOR PACKAGE EXPRESS, INC.
P95000054044

Dear Sir/Madam:

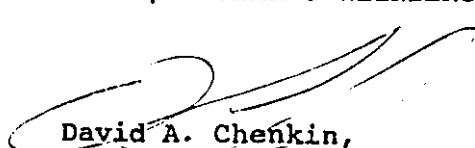
Enclosed herewith please find the Articles of Amendment and Restatement of PACKAGE EXPRESS, INC. with the proper adoption thereto.

Please process this Application and advise the undersigned upon completion.

Thank you for your cooperation and assistance in this matter.

Sincerely,

FRANK, EFFMAN & WEINBERG, P.A.


David A. Chenkin,
for the Firm

DAC/km

Encls.

SH FEB - 7 1996

*Amended
& Restated Articles*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 FEB - 5 AM 9:35



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1996

David A. Chenkin
Frank Effman Weinberg P.A.
8000 Peters Rd.
Plantation, FL 33324

SUBJECT: PACKAGE EXPRESS, INC.
Ref. Number: P95000054044

We have received your document for PACKAGE EXPRESS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00003147

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG, P.A.

NEIL G. FRANK
STEVEN W. EFFMAN
STEVEN A. WEINBERG
DAVID W. BLACK
DAVID A. CHENKIN
JASON E. PERLMAN

February 1, 1996

Mr. Steven Harris
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: PACKAGE EXPRESS, INC.
REF. NO. P95000054044
LETTER NO. 496A00003147

Dear Mr. Harris:

Pursuant to your previous correspondence to us dated January 24, 1996, a copy of which is enclosed herein for your reference, enclosed herewith please find the revised Articles of Amendment and Restatement of Package Express, Inc.

Thank you for your attention to this matter. Should you have any questions, please feel free to contact us.

Very truly yours,

FRANK, EFFMAN & WEINBERG, P.A.

DAVID A. CHENKIN, ESQUIRE
For the Firm

DAC/lbw
enclosures
d:\wpdata\lbw\letters\division.corp

PACKAGE EXPRESS, INC.
15970 S.R. 84
Sunrise, Florida 33326

To the Shareholders of PACKAGE EXPRESS, INC. (the "Company")

Dear Shareholder:

Pursuant to a unanimous consent of the Company's Board of Directors and the unanimous consent of the holders of all of the outstanding shares of the Company's common stock, the Company authorized (a) the filing with the Florida Department of State Articles of Amendment and Restatement which completely eliminate or amend in their entirety all Articles of the Articles of Incorporation as filed with the Department of State, specifically, Article III, which now provides for an increase in the number of authorized shares from 100 with a par value of \$1.00 per share, to 1,000 common shares with a par value of \$1.00.

PACKAGE EXPRESS, INC.

BY:

Kathleen M. Elwell
KATHLEEN MARIE ELWELL, Pres.

SEFEC-5 AM 9:35

THE LAW FIRM OF
FRANK · EFFMAN · WEINBERG, P.A.

8000 PETERS ROAD · PLANTATION, FL 33324

The Articles of Incorporation of PACKAGE EXPRESS, INC., a Florida Corporation, ("Corporation"), filed with the Department of State on 7/13/95, Document Number P95000054044 be, and they are hereby, amended as shown below:

All Articles of the Articles of Incorporation of this Corporation are amended and replaced in their entirety to read as shown in the original of which is attached hereto and made a part hereof. All amendments included in these Articles of Amendment and Restatement were adopted pursuant to Section 607.1007, Florida Statutes. There is no discrepancy between this Corporation's Articles of Incorporation as theretofore amended and the provisions of the Articles of Amendment and Restatement other than the inclusion of amendments adopted pursuant to Section 607.1007, Florida Statutes, and the omission of matters of historical interest.

The foregoing amendment was adopted by a unanimous consent of all the Shareholders of this Corporation effected as of December 27, 1994.

IN WITNESS WHEREOF, the undersigned, being the President of this Corporation and the Secretary of this Corporation, respectively, have executed these Articles of Amendment and Restatement as of the 27th day of December, 1995.

PACKAGE EXPRESS, INC.

BY: 
KATHLEEN MARIE ELWELL, Pres.

THE LAW FIRM OF
FRANK • EFFMAN • WEINBERG, P.A.

8000 PETERS ROAD • PLANTATION, FL 33324

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

PACKAGE EXPRESS, INC.

The undersigned, being the President and Secretary of PACKAGE EXPRESS, INC., do hereby make, subscribe, file and acknowledge these Articles of Amendment and Restatement for the purposes of amending and replacing all of the Articles of the Articles of Incorporation of this Corporation and continuing a corporation under the Florida Business Corporations Act.

ARTICLE I

CORPORATE NAME

The name of the Corporation shall be: PACKAGE EXPRESS, INC.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 15970 S.R. 84, Sunrise, Florida 33326.

ARTICLE III

NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

THE LAW FIRM OF

FRANK • EFFMAN • WEINBERG, P.A.

8000 PETERS ROAD • PLANTATION, FL 33324

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares having a par value of \$1.00 per share.

ARTICLE V

REGISTERED AGENT AND
REGISTERED OFFICE IN FLORIDA

The Registered Agent of the registered office of the Corporation in the State of Florida is KATHLEEN MARIE ELWELL, 15970 S.R. 84, Sunrise, Florida 33326.

ARTICLE VI

TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE VII

INDEMNIFICATION

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida Law.

ARTICLE VIII

DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director. The name and address of this member of the Board of Directors is:

Kathleen Marie Elwell

15970 S.R. 84
Sunrise, Florida 33326

ARTICLE IX

OFFICERS

The name and address of the officer of the Corporation who shall hold office for the first year of the Corporation, or until her successor is elected or appointed is:

Kathleen Marie Elwell

15970 S.R. 84
Sunrise, Florida 33326

ARTICLE X

AFFILIATED TRANSACTIONS

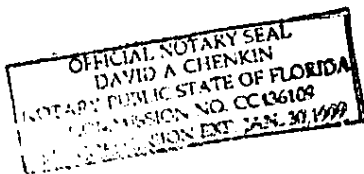
This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IT WITNESS WHEREOF, the undersigned President and Secretary have executed the foregoing Articles of Amendment and Reinstatement on the 27th day of December, 1995.

Kathleen Marie Elwell Pres.
KATHLEEN MARIE ELWELL, President

STATE OF FLORIDA)
) ss
COUNTY OF BROWARD)

The foregoing Articles of Amendment were acknowledged before me this ^{8th DAY} ~~27th~~ day of ^{January} ~~December~~, 1995, by KATHLEEN MARIE ELWELL, President of the Corporation who is personally known to me, or produced Florida Divers License as identification.



My commission expires:

[Signature]
Notary Public

David A. Chenkin

Name of Notary Public

ws43/1/0112
12/27/95