

145000057424

LAW OFFICES
W. E. DUNWODY, III, P.A.
RIVIERA PROFESSIONAL BUILDING
4675 PONCE DE LEON BOULEVARD, SUITE 305
CORAL GABLES, FLORIDA 33146-2113

TELEPHONE: (305) 666-8222
FACSIMILE: (305) 667-0890

July 21, 1995

EFFECTIVE DATE
JUL 24 1995

FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street, Old Jail
Tallahassee, FL 32399

ENCLOSURE 1-2-50
1-2-50 1-2-50
1-2-50 1-2-50

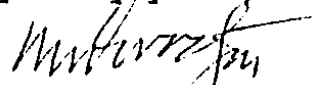
Re: CFF ACQUISITION CORP.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the captioned corporation and a check in the amount of \$122.50 payable to the Secretary of State.

Please return to me a Certified Copy of the Articles of Incorporation.

Very truly yours,



W. E. Dunwody, III

WED:mv
Enclosures

1997
1-25-95

FILED
95 JUL 24 PM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CFF ACQUISITION CORP.**

EFFECTIVE DATE

7-24-95

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 CFF ACQUISITION CORP..

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be: 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

**ARTICLE III
CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value Common Stock.

**ARTICLE IV
DIRECTORS**

The initial director of the corporation is:

W. E. DUNWODY, III
4675 Ponce de Leon Blvd., Suite 305
Coral Gables FL 33146

**ARTICLE V
INITIAL REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of this corporation is 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146, and the name of the initial Registered Agent of this corporation at that address is W. E. DUNWODY, III.

ARTICLE VI
INCORPORATOR

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

W. E. DUNWODY, III
4675 Ponce de Leon Blvd., #305
Coral Gables, Florida 33146

ARTICLE VII
DURATION

The effective date of this corporation shall be July 24, 1995. This corporation shall exist perpetually unless dissolved according to law.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 21st day of July, 1995.

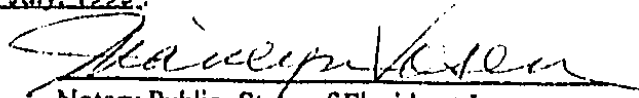


W. E. DUNWODY, III, Incorporator,
Subscriber and Registered Agent

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared W. E. DUNWODY, III, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 21st day of July, 1995.


Notary Public, State of Florida at Large
My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 JUL 24 PM 8:45

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned ^{SECRETARY OF STATE} ~~THE~~ ^{FLORIDA} 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: CFF ACQUISITION CORP.
2. The name and address of the registered agent and office is: **W. E. DUNWODY, III, located at 4675 Ponce de Leon Blvd., #305, Coral Gables, Florida 33146**

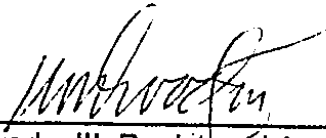


W. E DUNWODY, III, Incorporator

ACKNOWLEDGEMENT:

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT PLACE THE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.

DATED THIS 21st DAY OF July, 1995.

By: 

W. E. Dunwody, III, Registered Agent

REGISTERED AGENT FILING FEE: \$35.00

P95000057424

LAW OFFICES
W. E. DUNWODY, III, P.A.
RIVIERA PROFESSIONAL BUILDING
4675 PONCE DE LEON BOULEVARD, SUITE 305
CORAL GABLES, FLORIDA 33146-2113

TELEPHONE: (305) 666-5222
FACSIMILE: (305) 667-0890

July 27, 1995

FEDERAL EXPRESS
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E GAINES ST, OLD JAIL
TALLAHASSEE FL 32399

100001549131
-07/31/95--01015--021
****122.50 *****35.00

Re: CFF ACQUISITION CORP. change of name to
CONTINENTAL FREIGHT FORWARDING, INC.

CONTINENTAL FREIGHT FORWARDING, INC. change of
name to SUNSET CONTINENTAL, INC.

Dear Sir:

In connection with the above, I enclose herewith the
following:

1. Articles of Amendment to Articles of
Incorporation of CFF Acquisition Corp.
changing its name to Continental Freight
Forwarding, Inc.
2. Articles of Amendment to Articles of
Incorporation of Continental Freight
Forwarding, Inc. changing its name to Sunset
Continental, Inc.
3. Letter from Continental Freight Forwarding,
Inc. assigning its name to CFF Acquisition
Corp.
4. My check in the amount of \$122.50 for the
following:

Filing Fee for Amendments (\$35 each)

\$ 70.00

Certified copy of Amendment changing name of CFF
Acquisition Corp. to Continental Freight Forward-
ing, Inc. (No. 1 above)

52.50
\$122.50

AUTHORIZATION BY PHONE TO

add "Director" for Signee

CORRECT Please return to me a Certified Copy of the Amendment changing

DATE 8/9

DOC EXAM 20

FILED
95 JUL 31 AM 11:22
TALLAHASSEE FL 32399

N/C
8/10
JB

DEPARTMENT OF STATE

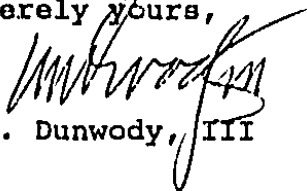
Page 2

July 27, 1995

the name of CFF Acquisition Corp. to Continental Freight Forwarding, Inc.

Should you have any questions whatsoever, please call me.

Sincerely yours,


W. E. Dunwody, III

WED:mv
Enclosures

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION**

FILED
95 JUL 31 AM 11:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Section 607.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST

The name of the corporation is: CFF ACQUISITION CORP.

SECOND

ARTICLE I of the Articles of Incorporation is hereby amended to change the name of this corporation to **CONTINENTAL FREIGHT FORWARDING, INC.**

THIRD

The foregoing amendment was approved and adopted by the Board of directors on July 26 1995 without shareholder action, and shareholder action was not required.

DATED this 26th of July, 1995.

CFF ACQUISITION CORP.

By Joseph Anthony Ciero
Joseph Anthony Ciero, PRESIDENT
Director

By Carlos A. Sanchez
Carlos A. Sanchez, SECRETARY
Director

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JOSEPH ANTHONY CIERO and CARLOS A. SANCHEZ, to me well known to be the persons who executed the foregoing Articles of Amendment to the Articles of Incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 26th day of July, 1995.

Marilyn Vosen
Notary Public, State of Florida at Large
My Commission Expires:

