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TRANSMITTAL LETTER

FILED

96 FEB 12 PM 12:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dedicated Logistics, Inc.  
1270 N. Wickham Rd. 16-106  
Melbourne, FL 32935

500001712515  
-02/12/96--01078--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Corporations Division,

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. An original Certificate of Designation Registered Office and Registered Agent and one copy for the above named corporation.
3. A personal check in the amount of \$122.50 for filing fees and certified copies.

Please send responses or receipts concerning this filing to the following address.

Clyde G. Waldrop  
609 Dundee Circle  
West Melbourne, FL 32904

Date: February 8, 1996

Name of Incorporator: Clyde G. Waldrop

Signature of Incorporator:

*Clyde G. Waldrop*  
2/8/96

KATHY FEB 15 1996

**ARTICLES OF INCORPORATION  
of  
Dedicated Logistics, Inc.**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to Chapter 607 of the Florida Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

**Article 1. The name of the Corporation is:**  
Dedicated Logistics, Inc.

**Article 2. The principal place of business and mailing address of this corporation is:**  
1270 N. Wickham Rd. 16-106, Melbourne, FL 32935

**Article 3. The corporation is authorized to issue one class of stock, that being 1000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.**

**Article 4. The name and street address of the corporation's initial registered agent is:**  
Clyde G. Waldrop 609 Dundee Circle, West Melbourne, FL 32904

**Article 5. The name and street address of the incorporator of this corporation is:**  
Clyde G. Waldrop 609 Dundee Circle, West Melbourne, FL 32904

**Article 6. No Director shall be held liable to the corporation or its shareholders for monetary damages due to breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.**

In witness where of, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Corporation are true, and that the incorporator is at least eighteen years of age.

**Date:** February 8, 1996

**Incorporator:** Clyde G. Waldrop

**Signature:**

*Clyde G. Waldrop*  
2/8/96

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT**

**FILED**  
**96 FEB 12 PM 12:52**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the Dedicated Logistics Inc. registered agent and registered office is:

Clyde G. Waldrop  
609 Dundee Circle  
West Melbourne, FL 32904

Having been named as the 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 of registered agent:

*Clyde G. Waldrop*

Date of signature:

*2/8/96*