

P96000024677

Pro Trucking Services
11255 W. Atlantic Blvd
Suite 308
Coral Springs, FL 33071
(954) 346-7357

FILED
MAR 15 AM 10:55
TALLAHASSEE, FL 32314

March 13, 1996

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****122.50 ****122.50

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

Dear Sir/Madam:

Enclosed, please find my personal check in the amount of \$122.50 for required filing fee, and the Articles of Incorporation for Pro Trucking Services, Inc.

Should there be questions or problems with the filing of this corporation, please contact Dawn M. Cohen at (908) 634-0555; or 1309 Cricket Lane, Woodbridge, NJ 07095.

Your immediate attention to this matter would be appreciated.

Sincerely,


Scott R. Boegler

3-20-96
JB

SRB/kp
Enclosures:

Articles of Incorporation
Pro Trucking Services, Inc.
Personal Check for \$122.50

**ARTICLES OF INCORPORATION
OF
PRO TRUCKING SERVICES, INC.**

FILED
96 MAR 15 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of the Florida General Corporation Act, as amended to date, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be PRO TRUCKING SERVICES, INC. The principal office and mailing address of this Corporation shall be 11255 W. Atlantic Blvd., Suite 308, Coral Springs, Florida 33071.

ARTICLE II

The street address of the initial registered office of the Corporation is 11255 W. Atlantic Blvd., Suite 308, Coral Springs, Florida 33071. The name of the initial registered agent of the Corporation at the above address is Scott R. Boegler.

I hereby accept the above designation:


Scott R. Boegler

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

The purpose of the Corporation is to engage in every aspect and phase of each and every lawful business or operation permitted by the Laws of the State of Florida including, but not limited to, the right and power to manufacture, build, purchase, import, or otherwise acquire, and to own; mortgage, pledge, sell, export, assign, transfer,

distribute, or otherwise dispose of; and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, co-operative association, fraternal benefit society, state fair or exposition.

The Corporation may engage and transact business of a real estate broker or agent, and in behalf of others to: buy, sell; deal in lease; rent and manage real estate and any interest therein.

The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the Corporation.

In general, to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the Corporation or to enhance the value of its properties.

Any meeting of the stockholders or directors may be held within or without the State of Florida, at such place as the by-laws of the Corporation may designate.

The Corporation may keep the books of the company outside of the State of Florida, except as may otherwise be provided by law.

The Corporation shall have full power and authority to enter into contracts or arrangements with any national, state or municipal governmental authority, local or otherwise, conducive to any of the purposes of this Corporation.

Subject to the provisions of law, the company may purchase or otherwise acquire, hold and re-issue the shares of its capital stock.

The Corporation may make by-laws not inconsistent with the Constitution of Laws of the United States, or of this State, or with these Articles of Incorporation.

The Corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds, and all other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full power to loan money, and to secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may sue or be sued, contract or be contracted with, and do any and all other acts necessary and incidental to the powers herein specifically designated.

The stockholders shall have the power, either in the by-laws of the Corporation or by contractual agreement between them-selves, to make any provision for cumulative voting and to make any limitations upon the sale, assignment, transfer, pledge Hypothecation or other disposition of the stock of the Corporation, as to the stockholders of the Corporation shall deem to be necessary and/or proper, for the best interests of the Corporation.

The Board of Directors may designate any office of the Corporation, to engage in the sale of its own properties.

ARTICLE V

This Corporation is authorized to issue 500 (Five Hundred) shares of \$1.00 (One

Dollar) par value common stock, which shall be designated "Common Shares".

ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which s/he already holds, shall have the right to purchase his or her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

7.01 This Corporation shall have two directors initially. The number of directors may be either increased or decreased from time-to-time by the by-laws, but shall never be less than one (1), nor more than five (5).

7.02 The names and addresses of the initial Board of Directors of this Corporation are:

Scott R. Boegler
11255 W. Atlantic Blvd.
Suite #308
Coral Springs, Florida 33071

PRESIDENT

Kimberly A. Panico
12340 S.W. 1st Street
Coral Springs, Florida 33071

VICE PRESIDENT
SECRETARY

Dawn M. Cohen
1309 Cricket Lane
Woodbridge, New Jersey 07095

TREASURER

ARTICLE VIII

In furtherance of, and not in limitation of, the powers conferred by the Laws of the State of Florida, the Board of Directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure; and
- b. To fix the amount to be reserved as working capital and to authorize and cause to be executed mortgages and liens upon the property and franchise of this Corporation.

ARTICLE IX

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or an amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X

The names and addresses of the incorporators are Scott R. Boegler, 11255 W. Atlantic Blvd., Suite 308, Coral Springs, Florida 33071; and Kimberly A. Panico, 12340 S.W. 1st Street, Coral Springs, Florida 33071.

IN WITNESS WHEREOF, we have subscribed our names this 13th day of March, 1996.

Scott R. Boegler
Scott R. Boegler

Kimberly A. Panico
Kimberly A. Panico

STATE OF FLORIDA)
COUNTY OF BROWARD)

On this 13th day of March, 1996, before me, the undersigned Notary Public, personally appeared Scott R. Boegler and Kimberly A. Panico, known to me to be the persons whose names are subscribed to the Articles of Incorporation of Pro Trucking Services, Inc., attached hereto, and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and Official Seal.

Susan Mohl
Notary Public - State of Florida

My Commission Expires:



SUSAN MOHL
Notary Public, State of Florida
My Comm. Exp. Jan. 29, 1998
Comm. No. CC 338926

FILED
96 MAR 15 AM 10:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA