

P96000043160
TRANSMITTAL LETTER

FILED
96 MAY 13 PM 12:13
TALLAHASSEE, FLORIDA

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

2000001019802
-05/14/96--01021--006
*****131.25 *****131.25

SUBJECT: XPRESS CARRIERS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: PETER PHILLIP HAGOOD, ESQ.
Name (printed or typed)
HINSHAW & CULBERTSON
200 E. Broward Boulevard, Suite 1310
Address
Ft. Lauderdale, FL 33301
City, State & Zip
(954) 467-7900
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATIONS
OF
XPRESS CARRIERS, INC.**

FILED
MAY 13 1996
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

In compliance with the requirements of Florida Statute Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purposes of organizing a business corporation.

ARTICLE I

The name of the corporation is **XPRESS CARRIERS, INC.**

ARTICLE II

The purpose of **XPRESS CARRIERS, INC.**, is:

- 1) Provide an import and export service;
- 2) Provide an overnight express service;
- 3) Provide courier service; and

to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE III

The existence of the corporation shall come into being on May 13, 1996, and shall be perpetual.

ARTICLE IV

The street address of the principal office of the corporation is:

**XPRESS CARRIER, INC.
7661 N.W. 68th Street, Bay 109
Miami, Florida 33166**

ARTICLE V

The maximum number of shares this corporation is authorized to issue is one thousand (1,000), all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Common shares of stock shall have a value of One Dollar (\$1.00) per share.

ARTICLE VI

The street address of the corporation's registered office is:

Hinshaw & Culbertson
200 East Broward Boulevard, Suite 1310
Fort Lauderdale, Florida 33301
1-954-467-7900

The initial registered agent for the corporation at that address is Peter Phillip Hagood, Esquire.

ARTICLE VII

The initial board of directors shall consist of two members. The names and addresses of the persons who will serve on the initial board of directors are:

- | | | |
|----|--------------------|----------------|
| 1. | Luis Alberto Dobry | President |
| 2. | Felipe Jaramillo | Vice President |

ARTICLE VIII

The names and street address of the person signing these Articles of Incorporation:

Peter Phillip Hagood, Esquire
200 East Broward Boulevard, Suite 1310
Fort Lauderdale, Florida 33301

ARTICLE IX

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE X

All notices required by Florida Statute Chapter 607, including Notice to Directors and Shareholders of the Corporation, must be in writing. Oral notice is authorized in reference to both the directors and shareholders provided that the notice is given a minimum of 48 hours in advance.

ARTICLE XI

Articles of Incorporation may be amended at any time on any subject in the manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

ARTICLE XII

The name and street address of the incorporator is:

Name

Address

PETER PHILLIP HAGOOD, ESQ.

HINSHAW & CULBERTSON

200 E. Broward Boulevard, Suite 1310

Ft. Lauderdale, Florida 33301

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the common stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XIII


The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

AND WITNESS WHEREOF the undersigned incorporated has executed these Articles of Incorporation this 10th day of May, 1996.



PETER PHILLIP HAGOOD

SWORN TO AND SUBSCRIBED BEFORE ME this 10 day of May, 1996 by , ☒ who is/are personally known to me or ☐ who has/have produced his/her/their Drivers License(s) as identification and who ☒ did ☐ did not take an oath.



Notary Public, State of Florida at Large
Type or Print Name: KATIA CARDENAS

My Commission Expires:




ACCEPTANCE OF REGISTERED AGENT

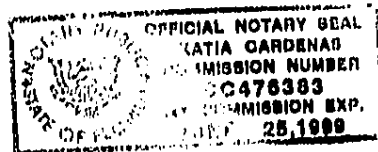
Having been named to accept service of process for XPRESS CARRIERS, INC., at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statute Section 607.0501(3).


PETER PHILLIP HAGOOD

SWORN TO AND SUBSCRIBED BEFORE ME this 10 day of May, 1996 by , ☒ who is/are personally known to me or ☐ who has/have produced his/her/their Drivers License(s) as identification and who ☒ did ☐ did not take an oath.


Notary Public, State of Florida at Large
Type or Print Name: KATIA CARDENAS

My Commission Expires:



FILED
96 MAY 13 PM 12:13
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

P96000043160

HINSHAW & CULBERTSON

CHICAGO, ILLINOIS
DALLAS, TEXAS
DENVER, ILLINOIS
CHAMPAIGN, ILLINOIS
JOLIET, ILLINOIS
EAST, ILLINOIS
PEORIA, ILLINOIS
ROCKFORD, ILLINOIS
SPRINGFIELD, ILLINOIS

SOUTH 1010
ONE EAST BROWARD BOULEVARD
FT. LAUDERDALE, FLORIDA 33401

954.467.7900

TELEFAX 954.467.1024

WAUKEGAN, ILLINOIS
JACKSONVILLE, FLORIDA
MIAMI, FLORIDA
TAMPA, FLORIDA
ST. LOUIS, MISSOURI
APPLETON, WISCONSIN
BROOKFIELD, WISCONSIN
MILWAUKEE, WISCONSIN

October 23, 1996

FILE NO.

741814

VIA U.S. MAIL

Ms. Thelma Lewis
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **XPRESS CARRIERS, INC.**
Ref. Number: **P96000043160**

400001991274--B
-10/30/96--01128--004
*****35.00 *****35.00

Dear Ms. Lewis:

Pursuant to your correspondence dated October 11, 1996, the Articles of Amendment for XPRESS CARRIERS, INC., Reference No. P96000043160, together with our check in the amount of \$35.00 to cover the filing fees. As such, please amend the Articles of Incorporation.

Should you have any questions or comments regarding the foregoing, please do not do not hesitate to contact me immediately.

Very truly yours,

HINSHAW & CULBERTSON



Peter Phillip Hagood, Incorporator
For The Firm

PPH:mas
Enclosures

FADATA\XPRESS\LEWIS.001

Amend

OCT 29 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 OCT 28 AM 9:44



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 11, 1996

PETER, PHILLIP HAGOOD
HINSHAW & CULBERTSON
ONE EAST BROWARD BLVD., SUITE 1010
FORT LAUDERDALE, FL 33301

SUBJECT: XPRESS CARRIERS, INC.
Ref. Number: P96000043160

We have received your document for XPRESS CARRIERS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 896A00046476

**ARTICLES OF AMENDMENT
OF
XPRESS CARRIERS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 OCT 28 AM 9:44

In compliance with the requirements of Florida Statute 607.1006 - Articles of Amendment, the undersigned acting as incorporator of Xpress Carriers, Inc., files the following Articles of Amendment:

Name of the corporation is XPRESS CARRIERS, INC.

(The date of the aforementioned amendments' adoption is October 8, 1996.)

Amendment No. 1: Article VI is hereby amended to read as follows:

The name and street address of the corporation's registered agent is:

Peter Phillip Hagood
Hinshaw & Culbertson
One East Broward Boulevard, Suite 1010
Fort Lauderdale, Florida 33301
1-954-467-7900

Amendment No. 2: Article VII is hereby amended to read as follows:

The initial board of directors shall consist of three members. The names and addresses of the persons who will serve on the initial board of directors are:

- | | | |
|----|--|---------------------|
| 1. | Luis Alberto Dobry
7661 N.W. 66th Street, Bay 109
Miami, Florida 33166 | President |
| 2. | Felipe Jaramillo
7661 N.W. 66th Street, Bay 109
Miami, Florida 33166 | Vice President |
| 3. | Carlos Jaramillo
7661 N.W. 66th Street, Bay 109
Miami, Florida 33166 | Secretary/Treasurer |

In accordance with Florida Statute 607.1006 (1)(e), Amendment No. 1 and Amendment No. 2 were adopted by the incorporator, Peter Phillip Hagood, without shareholder action.

ARTICLES OF AMENDMENT
OF XPRESS CARRIERS, INC.

October 8, 1996

Page 2

I HEREBY CERTIFY that a copy of the foregoing has been furnished via U.S. Regular Mail to the Department of State, Division of Corporations, P.O. Box 6327, Tallahassee 32314 this 8th day of October, 1996.


PETER PHILLIP HAGOOD
INCORPORATOR

FADATAXPRESSARTICLEAMD