

May 31, 1996

Harroll D. Castle
155 Crystal Beach Drive
Post Office Drawer 5649
Dustin, Florida 32540-5649

New Filings Section
Corporate Records Bureau
Division of Corporation
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

100001848661
-06/03/96--01073--005
****122.50 ****122.50

RE: ACE COURIER EXPRESS CORPORATION

Dear Madam or Sir:

Enclosed is the original and one duplicate of the Articles of Incorporation for **ACE COURIER EXPRESS CORPORATION**. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. If you find the enclosure in order, please endorse your approval of the Articles of Incorporation on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

A check #001027, dated May 31, 1996, in the amount of \$122.50, is enclosed to pay the filing fee, for the certified copy of the Certificate of Incorporation and the fee for filing the Resident Agent Certificate which Certificate is also enclosed.

If you have any questions concerning the enclosures, please do not hesitate to call me at 904-837-0718. If you have no questions, please send me the Certificate of Incorporation once the same has been prepared. Your assistance in this matter will be appreciated.

Sincerely,

Harroll D. Castle
Harroll D. Castle

6-6-96
TD

FILED
96 JUN -3 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000048079

ARTICLES OF INCORPORATION
OF
ACE COURIER EXPRESS CORPORATION

EFFECTIVE DATE
6-7-96

ARTICLE I - NAME:

The name of this corporation is ACE COURIER EXPRESS CORPORATION, hereinafter referred to as the "Corporation"

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing June 1996.

ARTICLE III - PURPOSE:

The Corporation is organized for the purpose of transacting any and all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS:

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

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the Corporation is c/o Harroll D. Castle, 155 Crystal Beach Drive,

FILED
96 JUN -3 4:10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Post Office Drawer 5649, Destin, Florida 32540-5649, and the mailing address is the same as above. The street address of the initial registered office of the Corporation is the same as the above, and the initial registered office of the Corporation is the same as above, and the initial registered agent of the Corporation at the same address is Harroll D. Castle.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of the Corporation is Harroll D. Castle, 155 Crystal Beach Drive, Post Office Drawer 5649 Destin, Florida 32540-5649.

ARTICLE VIII - INCORPORATOR:

The name and address of the incorporator and of the person signing these articles are: Harroll D. Castle, same as above.

ARTICLE IX - BY-LAWS:

The power to adopt, alter, amend, or repeal by By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - SECTION 1242-44 STOCK:

It is the intent of this charter that the Director(s) may sell the capital stock of the Corporation in accordance with the conditions of Section 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 31st day of May, 1996.


HARROLL D. CASTLE

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned authority, personally appeared HARROLL D. CASTLE, known to me to be the person described in the foregoing Articles of Incorporation of the Corporation and such person acknowledged to and before me that such person executed the Articles of Incorporation for the purpose therein described.

WITNESS my hand and official seal this 31st day of May, 1996.



ERIKA L. ROBERTS
My Commission 00463676
Expires May. 14, 1999
Bonded by AIG
800-662-6676

Erika L. Roberts
NOTARY PUBLIC

FILED
96 JUN -3 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

ACE COURIER EXPRESS CORPORATION, the "Corporation" desiring to organized under the laws of the State of Florida, with its registered office, as indicated in its Articles of Incorporation, at 155 Crystal Beach Drive, Post Office Drawer 5649, Destin, Florida 32540-5649, **HARROLL D. CASTLE** as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


HARROLL D. CASTLE

FILED
96 JUN -3 AM 10:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA