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096000071616



PROFESSIONAL
LEGAL & FINANCIAL SERVICE

ACCOUNT NO. : 072100000032

REFERENCE : 067984 98036A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 1996

ORDER TIME : 9:49 AM

ORDER NO. : 067984

CUSTOMER NO: 98036A

CUSTOMER: Donald R. Walters, Pa
DONALD R. WALTERS, PA

200001934492
-08/28/96--01056--013
****122.50 ****122.50

Santa Barbara Plaza
2189 Southeast 9th Street
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: G & C CARGO EXPRESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

FILED
STATE
DIVISION OF CORPORATIONS
95 AUG 29 PM 2:09

RECEIVED
95 AUG 28 AM 10:53
DIVISION OF CORPORATIONS
8/28/96

ARTICLES OF INCORPORATION

OF

G & C CARGO EXPRESS, INC.

FILED
SECRETARY OF STATE
CORPORATIONS
96 AUG 28 PM 2:09

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of this corporation is **G & C CARGO EXPRESS, INC.**

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V
PRE-EMPTIVE RIGHTS

Each Shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants, or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes. This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE VI
BUSINESS ADDRESS AND PRINCIPAL PLACE OF BUSINESS

The initial address of the business of the Corporation shall be: **2139 University Drive, Suite 150, Coral Springs, Florida 33071**; the principal place of business of the corporation shall be **BROWARD COUNTY, FLORIDA**.

ARTICLE VII
INITIAL REGISTERED AGENT AND OFFICE OF THE REGISTERED AGENT

The initial registered agent of this corporation is **DONALD R. WALTERS, P.A.** and the address of the initial registered agent of this corporation is **Santa Barbara Plaza, 2189 S.E. 9th Street, Pompano Beach, Florida 33062**.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall initially have one director. 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 names and addresses of the directors and officers of this corporation are:

PRESIDENT/SECRETARY/TREASURER/DIRECTOR
GEORGE M. BEAULIEU, II
2139 University Drive, Suite 150
Coral Springs, Florida 33071

ARTICLE IX
INCORPORATORS

The name and address of the person signing these Articles is:

GEORGE M. BEAULIEU, II
2139 University Drive, Suite 150
Coral Springs, Florida 33071

ARTICLE X
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned corporation has executed these Articles of Incorporation this 26th day of August, 1996.

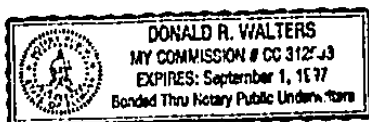


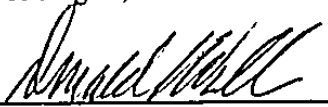
GEORGE M. BEAULIEU, II

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared GEORGE M. BEAULIEU, II, having produced identification in the form of Florida Drivers License and otherwise known to me to be the person who executed the foregoing Articles of Incorporation, and who 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 26th day of August, 1996.





NOTARY PUBLIC

CERTIFICATE OF REGISTERED AGENT

This is a certificate designating place of business or domicile for the service of process within Florida and naming agent upon whom process may be served.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

First, that **G & C CARGO EXPRESS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **2139 University Drive, Suite 150, Coral Springs, Florida 33071** has named **DONALD R. WALTERS, P.A.**, Santa Barbara Plaza, 2189 S.E. 9th Street, Pompano Beach, Florida 33062 as its agent to accept service of process within Florida.

SIGNATURE: *Glenn D. Campbell II*

DATE: August 26, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

DONALD R. WALTERS, P.A.

BY: *Donald R. Walters*
Donald R. Walters

DATE: August 26, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 28 PM 2:09