

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No _____
BY APR _____

WALK-IN Will Pick Up 920 1100 AB 9/20

RE: First Choice Carriers,
Inc.

	U.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		

SUBTOTALS _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
FIRST CHOICE CARRIERS, INC.

FILED
96 SEP 20 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is FIRST CHOICE CARRIERS, INC.

ARTICLE TWO

The corporation is to have perpetual existence.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under chapter 607, Florida Statutes and engage in any trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business. The corporation shall also be authorized to engage in such other business activities as may be necessary or permissible for its operation.

ARTICLE FOUR

4.01 The corporation hereby authorizes the issuance of common stock. The aggregate number of shares of common stock which the corporation shall have the authority to issue is 1,000 shares, having no par value, and full right and power to vote, receive dividends or distributions of capital, including liquidating distributions and manage the affairs of the corporation.

4.02 The registered owners of common stock shall be empowered to manage the affairs of the corporation in lieu of the directors or until the board of directors is elected by the shareholders. The names and addresses of the initial shareholders and board of directors of the corporation are as follows:

Alec M. Messeroff
807 S.W. 119th Way
Davie, FL 33325

David E. Bell, Jr.
3202 N.W. 120th Avenue
Coral Springs, FL 33065

ARTICLE FIVE

5.01 The mailing address of the principal corporate office of the corporation is 7770 W. Oakland Park Blvd., Suite 450, Sunrise, Florida 33351.

5.02 The street address of the initial registered office and the name of the initial Registered Agent for this corporation to accept service of process within the State of Florida is Frank R. Brady, Attorney at Law, 370 W. Camino Gardens Blvd, Suite 336, Boca Raton, Florida 33432.

ARTICLE SIX

The name of the incorporators are Alec M. Messeroff and David E. Bell, Jr., and their addresses are shown in Article Four, paragraph 4.02 above. Said incorporators are over the age of eighteen (18) years, sui juris and a resident of the State of Florida.

ARTICLE SEVEN

The above named shareholders shall manage the affairs of the corporation in lieu of the directors or until the shareholders elect a board of directors at the first meeting of shareholders. The Bylaws may provide for such increase or change, from time to time, in number of directors as is authorized by law.

ARTICLE EIGHT

8.01 The capital stock of the Corporation shall be subject to mandatory redemption and rescission by the Corporation, payment for the price of which shall be made in the manner and amount specified in paragraph B below, automatically upon the occurrence of any involuntary Change of Control (hereinafter defined) ordered or attempted without the prior written consent of the owners of at least eighty-five percent (85%) of the capital stock registered as such immediately prior to any such Change of Control on the stock registration and transfer records maintained by the Corporation in accordance with §2.5 of the Corporation's bylaws. The capital stock of the Corporation shall also be subject to mandatory redemption and rescission by the Corporation, payment for the price of which shall be made in the manner and amount specified in section 8.02 below, in the event of any involuntary hypothecation, pledge or other alienation thereof without the prior written consent of the owners of at least eighty-five percent (85%) of the capital stock registered as such immediately prior to any such involuntary hypothecation or other alienation on the stock transfer

and registration records maintained by the Corporation in accordance with Article of the Corporation's bylaws.

8.02 If any involuntary transfer, Change of Control, hypothecation, encumbrance or other alienation of the Corporation's capital stock takes place or is attempted without the express consent of the aforesaid eighty-five percent (85%) of the registered owners of the Corporation's capital stock, whether by attachment, garnishment, execution, order of any court or other legal process, the shares of stock that are the subject of such involuntary transfer, Change of Control, hypothecation, encumbrance or other alienation shall be automatically redeemed and rescinded from constituting issued or outstanding shares of the company's common stock, and the Company shall pay and deliver to the shareholder in whose name the shares sought to be transferred or otherwise alienated are registered, as shown on the Corporation's stock registration and transfer records immediately prior to the involuntary transfer, Change of Control, pledge, hypothecation or other alienation without the aforesaid express consent of the requisite percentage of the stockholders, in one lump sum or equal monthly installments under the terms of an annuity contract substantially in the form thereof as approved by the registered shareholders contemporaneously with these Articles of Incorporation, an amount equal to \$150,000"

8.03 For purposes of these Articles of Amendment, the phrase "Change of Control" shall mean either (a) the purchase or other acquisition by any person, entity or group of persons, within the meaning of section 13(d) or 14(d) of the Securities Exchange Act of 1934 ("Act"), or any comparable successor provisions, of beneficial ownership (within the meaning of Rule 13d-3 promulgated under the Act) of 30 percent or more of either the outstanding shares of common stock or the combined voting power of the Company's then outstanding common stock, or (b) the approval by the stockholders of the Company of a reorganization, merger, or consolidation, in each case, with respect to which persons who were stockholders of the Company immediately prior to such reorganization, merger or consolidation do not, immediately thereafter, own more than 50 percent of the combined voting power entitled to vote generally in the election of directors of the reorganized, merged or consolidated Company's then outstanding securities, or (c) a liquidation or dissolution of the Company or of the sale of all or substantially all of the Company's assets, or (d) the attachment, garnishment, levy or other legal process upon all or substantially all of the Company's capital stock or assets.

ARTICLE NINE

Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation.

ARTICLE TEN

The effective date of this corporation shall be the filing date of these Articles of Incorporation in accordance with Florida Statutes §607.0203.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this 16th day of September, 1996.


Alec M. Messeroff
Incorporator


David E. Bell, Jr.
Incorporator


STATE OF FLORIDA
DEPARTMENT OF STATE


FILED
96 SEP 20 AM 11:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the
Service of Process Within This State and Naming Agent Upon Whom
Process May be Served.

The following is submitted in compliance with the Florida
General Business Corporation Act:

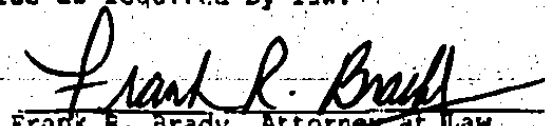
FIRST CHOICE CARRIERS, INC. is a corporation organized under
the laws of the State of Florida, with its Registered Office
located at 370 W. Camino Gardens Blvd., Suite 336, in the city of
Boca Raton, County of Palm Beach and State of Florida 33432, and
has named Frank R. Brady, Attorney at Law as agent to accept
service of process within this State at the office specified in his
acceptance below.


Alec M. Messeroff
Incorporator


David E. Bell, Jr.
Incorporator

ACCEPTANCE:

I hereby agree, as Registered Agent of FIRST CHOICE CARRIERS,
INC., to accept Service of Process; to keep my office at 370 W.
Camino Gardens Blvd, Suite 336, Boca Raton, FL 33432 open during
the hours prescribed by §48.081, Florida Statutes; to post my name
(and any other officers of said corporation authorized to accept
service or process at the Florida designated address) in some
conspicuous place in said office as required by law.


Frank R. Brady, Attorney at Law
Registered Agent