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LAW OFFICE

EDWARD R. ALEXANDER, JR., P.A.

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ATTORNEY AND COUNSELOR AT LAW  
ADMITTED TO THE BARS OF FLORIDA AND NEW YORK

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7491 CONROY-WINDERMERE ROAD, SUITE 1  
ORLANDO, FLORIDA 32835

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE: (407) 295-3858  
FACSIMILE: (407) 295-8376

October 21, 1996

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

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation for Philmar's Digital Memories, Inc.

Dear Sir/Madam:

Enclosed please find this firm's check in the amount of \$70.00, to cover the filing fee for the articles of incorporation for Philmar's Digital Memories, Inc., and two copies of the articles of incorporation.

Please file the articles and forward a stamped copy of the articles to the above address. Thank you in advance for your assistance with this matter.

Very truly yours,



Edward R. Alexander, Jr.

Enclosure

PK  
10/24/96

ARTICLES OF INCORPORATION  
OF  
PHILMAR'S DIGITAL MEMORIES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

PHILMAR'S DIGITAL MEMORIES, INC.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 3609 Ibis Drive, Orlando, Florida 32803-2915.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation 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, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 3609 Ibis Drive, Orlando, Florida 32803-2915, and the name of the initial registered agent of this Corporation at that address is Philip E. McLaughlin.

#### ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be two.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Philip E. McLaughlin	3609 Ibis Drive Orlando, Florida 32803-2915
Marie E. McLaughlin	3609 Ibis Drive Orlando, Florida 32803-2915

- F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Philip E. McLaughlin	3609 Ibis Drive Orlando, Florida 32803-2915

#### ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

#### ARTICLE XIII - Shareholders' Agreements

The Shareholders of the voting stock of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock

certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XIV - Shareholder Voting

The affirmative vote of a majority of the shares represented at a Shareholders' meeting and entitled to vote on the subject matter of such meeting shall be the act of the Shareholders.

ARTICLE XV - Director Voting

The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE XVI - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21st day of October, 1996.

  
Philip E. McLaughlin

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Philmar's Digital Memories, Inc.

  
Philip E. McLaughlin

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96 OCT 23 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P96000087721

May 12, 1997

Division of Corporations, Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir:

Enclosed are the Articles of Incorporation for  
Amending the name of Philmar's Digital Memories, Inc. to  
McLaughlin Motor Freight, Inc. and our check for \$87.50 for  
filing fees and a certified copy of the amended articles.

Please return the documents to:

Mr. Philip E. McLaughlin  
3609 Ibis Drive  
Orlando, FL 32803-2915

Thank you for your attention to this matter.

Sincerely,

*Philip E. McLaughlin*  
Philip E. McLaughlin

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*Handwritten notes and signatures:*  
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ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

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Philmar's Digital Memories, Inc.  
(present name)

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*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Amended Article I - Name of Corporation

The name of the corporation is  
changed to:

McLaughlin Motor Freight, Inc.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

**THIRD:** The date of each amendment's adoption: May 12, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_."  
voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 12<sup>th</sup> of May, 19 97.

Signature Philip E. McLaughlin  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Philip E. McLaughlin

Typed or printed name

President

Title