

P960000094794

Del Mar Cargo, Inc.  
6736 Palmetto Circle South, #201  
Boca Raton, FL 33433  
(561) 750-3823

November 13, 1996

600002005686--3  
-11/15/96--01033--011  
\*\*\*\*122.50 \*\*\*\*122.50

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

Re: Forming a Florida corporation known as "Del Mar Cargo, Inc."

To Whom It May Concern:

Enclosed please find original Articles of Incorporation, along with Check Number 586 in the amount of ONE HUNDRED TWENTY-TWO and 50/100 (\$122.50) DOLLARS which represents the filing fee for same.

Please process accordingly and if you should have any questions, please do not hesitate to contact me.

Thanking you in advance for your cooperation.

Sincerely,

John R. Pezzo

Enclosures

del-mar.n13 DCN

RECEIVED  
DIVISION OF CORPORATIONS  
NOV 15 PM 12:03

11/20/96

ARTICLES OF INCORPORATION  
OF

DEL MAR CARGO, INC.

FILED  
SECRETARY OF STATE  
DEPARTMENT OF REVENUE  
25 JAN 15 1968

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be Del Mar Cargo, Inc., and the principal office of this corporation shall be 6736 Palmetto Circle South, #201, Boca Raton, Florida 33433 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having One (\$1.00) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6736 Palmetto Circle South, #201, Boca Raton, Florida 33433, and the name of the initial registered agent of the corporation at that address is John R. Pezzo.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Article of Incorporation. This corporation shall have one (1) Director, initially. The number of Directors may be either increased or decreased from time to time by amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and street address of the initial member of the Board of Directors is:

John R. Pezzo	6736 Palmetto Circle South, #201
	Boca Raton, Florida 33433

**ARTICLE VII. OFFICERS**

The name and address of the initial officer of the corporation who shall hold office for the first (1st) year of the corporation, or until its successors are elected or appointed is:

John R. Pezzo	6736 Palmetto Circle South, #201
President/Secretary	Boca Raton, Florida 33433

**ARTICLE VIII. INCORPORATOR**

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

John R. Pezzo  
6736 Palmetto Circle South, #201  
Boca Raton, Florida 33433

#### ARTICLE IX. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X. INDEMNIFICATION

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### ARTICLE XI. INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE XII. AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

#### ARTICLE XIII. PRE-EMPTIVE RIGHTS

Each Shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized),

including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the Shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XIV. DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board of committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

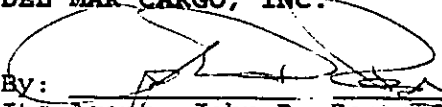
B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XV. INFORMAL ACTION OF SHAREHOLDERS**

Any action for the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned agent of Del Mar Cargo, Inc., has hereunto set his hand and seal this 12<sup>th</sup> day of November, 1996.

DEL MAR CARGO, INC.

By:   
Its Agent, John R. Pezzo

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
95 NOV 15 PM 12:03

Having being named as Registered Agent and to accept Service of Process for Del Mar Cargo, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and timely performance of my duties and am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By:   
Its Agent, John R. Pezzo

Dated: November 12<sup>th</sup>, 1996

del-mar.sol DCN