

CR2E031(10/92)

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of this corporation is Freight Assistance Group, Inc.

FILED  
96 DEC -5 PM 3:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:  
1375 N.W. 16th Street  
Boca Raton, Florida 33486

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$0.01 par value common stock which shall be designated as "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3732 N.W. 16th Street, Fort Lauderdale, Florida 33311 and the name of the initial registered agent of this corporation at that address is Filings, Inc., a Florida corporation.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The names and addresses of the initial Directors are:

Charles J. Baker  
1375 N.W. 16th Street, Boca Raton, Florida 33486  
Jose Antonio Alvarado Hernandez  
1375 N.W. 16th Street, Boca Raton, Florida 33486  
Stuart J. Bieber  
1375 N.W. 16th Street, Boca Raton, Florida 33486

#### ARTICLE VII - INCORPORATOR

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

Filings, Inc., a Florida Corporation  
3732 N.W. 16th Street  
Fort Lauderdale, Florida 33311

#### ARTICLE VIII - INDEMNIFICATION

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

#### ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: December 5, 1996

Fillings, Inc.  
by Teresa Roman, Vice-President

Teresa Roman  
Incorporator

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Freight Assistance Group, Inc. , desiring to organize or qualify under the laws of the State of Florida, has named Filings, Inc., a Florida corporation, located at 3732 N.W. 16th Street, Fort Lauderdale, Florida, as its agent to accept service of process within Florida.

Dated: December 5, 1996

Teresa Roman  
Teresa Roman, Incorporator

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. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 5, 1996

Filings, Inc.  
by Teresa Roman, Vice-President

Teresa Roman

FILED  
96 DEC -5 PM 3:14  
SEAL STATE  
TALLAHASSEE, FLORIDA

P96000098470

FILINGS, INC. TERESA ROMAN  
 (Requestor's Name)  
 2805 LITTLE DEAL ROAD  
 (Address)  
 TALLAHASSEE, FLORIDA 32308 (904) 385-6735  
 (City, State, Zip) (Phone #)

002404/297-01134-021  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Freight Assistance Group, Inc.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

RECEIVED  
 FEB 4 PM 2:53  
 CHIEF CLERK

FILED  
 97 FEB -4 PM 3:20  
 TALLAHASSEE, FLORIDA

- ☐ Pick up time \_\_\_\_\_
- ☐ Will wait
- ☐ Photocopy
- ☐ Certified Copy
- ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

M. HENDRICKS FEB - 4 1997

Examiner's Initials

ARTICLES OF AMENDMENT  
OF

Freight Assistance Group, Inc.

FILED  
97 FEB -4 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the Corporation is Freight Assistance Group, Inc.

2. Article two (2) of the Articles of Incorporation of the Corporation is hereby amended to change the principal place of business to 1500 Bay Road, Suite 626, Miami Beach, Florida 33139.

3. Article seven (b) of the Articles of Incorporation of the Corporation is hereby amended to change the names and addresses of the Directors to:

Avery Gayland Walls  
738 Jackson Avenue, Centerville, Illinois 60110  
Charles J. Baker  
Suite 626, 1500 Bay Road  
Miami Beach, Florida 33139

4. The foregoing amendment was adopted by the Incorporator before the issuance of any shares of the Corporation on the 3rd day of February, 1997, pursuant to Section 607.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator of the Corporation has executed these Articles of Amendment this 3rd day of February, 1997.

Filings, Inc., a Florida Corporation  
by Teresa Roman, Vice-President

Teresa Roman