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HOUSTON & SHAHADY, P.A.

100 Northeast Third Avenue, Suite 850
Fort Lauderdale, Florida 33301-1146

Telephone (954) 779-3800

Facsimile (954) 779-3808

April 1, 1997

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

FILED
APR -7 AM 9:19
TALLAHASSEE, FLORIDA
20000213
-04/08/97-01004-001
****245.00 ****122.50

Re: Formation of Two Corporations:
Truckway Corp.
TruckOne, Inc.

Dear Sir or Madam:

Enclosed for filing with the Division of Corporations are two original Articles of Incorporation for the above-referenced entities. Also enclosed is this firm's check in the amount of \$245.00 representing the cost of \$122.50 each for filing fee, registered agent designation and certified copy of each. We are providing a stamped self-addressed envelope for your convenience in responding.

Thank you for your assistance in this matter and should you have any questions in regard to the above, please do not hesitate to contact the undersigned.

Very truly yours,

Charlotte Beumer

Charlotte Beumer
Legal Assistant

Enclosures

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ARTICLES OF INCORPORATION
OF
TRUCKWAY CORP.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I: NAME

The name of the corporation is: **TRUCKWAY CORP.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:

1525 N.W. 167th Street
Suite 145
Miami, Florida 33169

ARTICLE III: CAPITAL STOCK

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

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Bart A. Houston, Esq.
HOUSTON & SHAHADY, P.A.
100 N.E. Third Ave., Suite 850
Fort Lauderdale, FL 33301

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ARTICLE V: INCORPORATOR

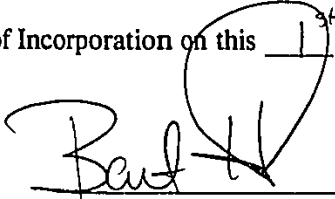
The name and address of the incorporator of these Articles of Incorporation is BART A. HOUSTON, Houston & Shahady, P.A., 100 N.E. Third Avenue, Suite 850, Fort Lauderdale, Florida 33301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors and Officers of the corporation are as follows:

Robert J. Dollar, President and Director
1525 N.W. 167th Street
Suite 145
Miami, Florida 33169

The undersigned has executed these Articles of Incorporation on this 1st day of April, 1997.



BART A. HOUSTON

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

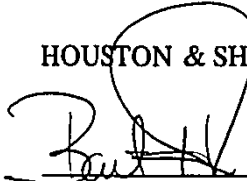
1. The name of the corporation is: **TRUCKWAY CORP.**

2. The name and address of the registered agent and office is :

Bart A. Houston, Esq.
Houston & Shahady, P.A.
100 N.E. Third Ave., Suite 850
Fort Lauderdale, FL 33301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

HOUSTON & SHAHADY, P.A.


By: Bart A. Houston

Date: 4. 1. 97

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