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TRANSMITTAL LETTER  
FILED

97 MAY -7 AM 11:03

TALLAHASSEE, FLORIDA

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

500002168095--2  
05/07/97--01010--0134  
\*\*\*\*\*78.50 \*\*\*\*\*78.50

SUBJECT: RICHARDSON COURIER SERVICE, INCORPORATED  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Joubert Richardson  
Name (Printed or typed)

811 NE 123 Street  
Address

Miami FL 33161  
City, State & Zip

(305) 469-9375  
Daytime Telephone number

PH  
5/9/97

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be: RICHARDSON COURIER SERVICE, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 12864 Biscayne Blvd Suite 134 North Miami, Florida 33181.

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: (100) one hundred shares of common stock, ONE AND NO DOLLARS (\$1.00) per value.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:  
Marcelle Jean-Francois 811 Northeast 123rd Street Miami, Florida 33161.

ARTICLE V INCORPORATORS

The name and street address of the incorporator is:

Joubert Richardson 811 Northeast 123rd Street Miami, Florida 33161.

ARTICLE VI LIMITATION ON TRANSFER OF SHARE

In the event a shareholder desires to sell his or her shares of stock, the same must first be offered for sale for the remaining shareholders upon the same price, terms and conditions as offered to a third party. This restriction shall not apply in the event the shareholder is a natural person and intends to sell or transfer his or her shares to an immediate member of the shareholders family. Nor shall this restriction apply to a corporate shareholder in the event said corporate shareholder intends to sell or transfer its shares to its own shareholders.

ARTICLE VII SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

(1) Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or both, on the application of this Corporation any creditor or stockholder hereof, or any receiver or receivers appointed for this Corporation under the application provisions of the laws of the State of Florida any court of equitable jurisdiction in the State of Florida may order a meeting of the creditors or class of creditors, the stockholders or any class of stockholders of this Corporation, or both, as the case may at such time and in such manner as the said court may direct. If a majority representing three fourth in value of the creditors or class of creditors, in number shares or classes of shares of this Corporation, or both as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation, as the case may be, the said compromise, arrangement or reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, on all stockholders or class of stockholders of this Corporation, or both as the case may be, and also on this Corporation.

(2) The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors. The number and manner of election of the Board of Directors shall be determined in accordance with the By-Laws.

(3) The original By-Laws of the Corporation shall be adopted by the Incorporators.

(4) Any action properly taken by the stockholders at a meeting may be taken without a meeting if either all of the stockholders entitled to vote upon the action at any such meeting consent in writing to any such corporate action being taken or any such action is consented to and receives the affirmative vote of not less than the minimum percentage of the votes required to be cast to authorize any such action under the provisions of the Florida General Corporation Act. Prompt notice shall be given to all stockholders entitled to vote on any such action or the taking of such action without a meeting and by less than unanimous written consent.

(5) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material fact as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for the purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee thereof, or the stockholders.

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

(6) (a) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, or is or was serving at the request of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of

liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) hereof, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b) hereof.

Such determination shall be made by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs it shall be made, either by independent legal counsel in a written opinion, or by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in these Articles of Incorporation.

(f) The indemnification provided by these Articles of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

#### ARTICLE VIII AMENDMENT

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the

The undersigned incorporator have executed these Articles of Incorporation  
this 5th day of May, 1997.

Signature

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED 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 Richardson Courier Service, Inc.

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

Marcelle Jean-Francois  
(NAME)

811 NE 123 Street  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33161  
(CITY/STATE/ZIP)

*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.*

Marcelle Jean-Francois  
(SIGNATURE) 5

May 5th, 1997  
(DATE)