

7/18/97

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: SOUTHEASTERN OVERNIGHT EXPRESS, INC.  
AUDIT NUMBER.....H97000011766  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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ARTICLES OF INCORPORATION  
OF  
SOUTHEASTERN OVERNIGHT EXPRESS, INC.

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97 JUL 21 AM 8:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

This name of this corporation is SOUTHEASTERN OVERNIGHT EXPRESS, INC.

ARTICLE II

DURATION

This corporation has perpetual existence unless otherwise specified in the Articles of Incorporation.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to, trip leasing for various brokers/hauling of general dry freight, and any and all legitimate business transacted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of common stock, with a par value of One Dollar (\$1.00) per share.

PREPARED BY: IRVIN MARC LADER, ESQ.  
5461 W. ATLANTIC BLVD,  
MARGATE, FL 33063  
(954) 973-3303  
FBN, 259853

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ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1825 N.W. 58th Avenue, Margate, Florida 33063 and the name of the initial Registered Agent of this corporation is Ray A. Haffley.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

This corporation shall have ONE (1) director initially. The number of directors may be either increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Ray A. Haffley - Director  
1825 N.W. 58th Avenue  
Margate, Florida 33063

ARTICLE VII

BYLAWS

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

ARTICLE VIII

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set next to their name:

Ray A. Haffley

500 shares

Shares held by the initial Shareholders listed above may not be resold or otherwise transferred to other persons unless such shares

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are first offered to the remaining Shareholders, or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a written agreement among all of the Shareholders and this corporation.

ARTICLE IX

CUMULATIVE VOTING

At each election for Directors, every Shareholder entitled to vote at each election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE X

CALLING FOR SPECIAL MEETINGS

Special meetings of the Shareholders may be called by not less than one tenth (1/10) of the shares entitled to vote.

ARTICLE XI

APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the Shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XII

RIGHT OF SHAREHOLDERS TO DISSENT

The Shareholders of this corporation shall have the right to dissent from any corporate actions from which Shareholders are

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entitled to dissent under the Florida General Corporation Act, even though on the date fixed to determine the Shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than two thousand (2,000) Shareholders.

ARTICLE XIII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE XIV

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XV

INDEMNIFICATION

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

ARTICLE XVI

INCORPORATORS

The initial subscriber to this corporation is:

Ray A. Heffley  
1825 N.W. 88th Avenue  
Margate, Florida 33063

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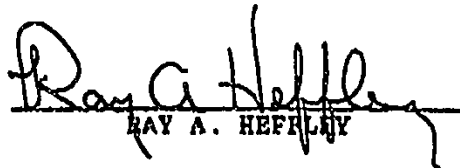
ARTICLE XVII

OFFICERS

The initial officer to this corporation is:

Ray A. Heffley, President/Secretary/Treasurer  
1625 N.W. 58th Avenue  
Margate, Florida 33063

IN WITNESS WHEREOF, the undersigned subscriber has executed  
these Articles of Incorporation on this the 18 day of  
JULY, 1987.

  
RAY A. HEFFLEY

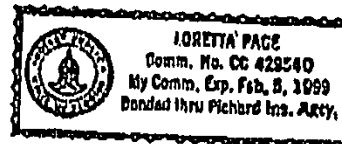
STATE OF FLORIDA     )  
                              )SS  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, authorized to take  
acknowledgments in the personally appeared Ray A. Heffley to me  
well known, and acknowledged before me that he executed the  
foregoing as his act and deed.

SWORN TO AND SUBSCRIBED before me on this the 18 day of  
July, 1987.

  
Notary Public, State of FL

My commission expires:



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for SOUTHEASTERN OVERNIGHT EXPRESS, INC., a Florida corporation, located at 1628 N.W. 58th Avenue, Margate, Florida 33063, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office for service of process.

*Ray A. Heffley*  
RAY A. HEFFLEY

STATE OF FLORIDA     )  
                              )SS  
COUNTY OF HOWARD    )

BEFORE ME, the undersigned authority, personally appeared RAY A. HEFFLEY, to me well known, and known to me to be the person who executed the foregoing Acceptance by Registered Agent, and he acknowledged to and before me, according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this the 18 day of July, 1997.

*Loretta Pace*  
Notary Public, State of Fla.

My commission expires:

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