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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 488133 8491A

AUTHORIZATION :

Patricia Pizotti

COST LIMIT : \$ 70.00

ORDER DATE : August 6, 1997

ORDER TIME : 3:27 PM

ORDER NO. : 488133-005

CUSTOMER NO: 8491A

600002262516--8

CUSTOMER: Doris Burke, Legal Assistant
GENET & CRISCUOLO, P.A.

99 N.e. 167th Street

N. Miami Beach, FL 33162

DOMESTIC FILING

NAME: A-PLUS LOGISTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

FILED
97 AUG -8 AM 8:35
SEC. OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG -8 PM 3:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SN AUG 11 1997

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FILED

ARTICLES OF INCORPORATION
OF
A-PLUS LOGISTICS, INC.

97 AUG -8 AM 8:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

A-PLUS LOGISTICS, INC.

The address of the principal office of this corporation shall be 4101 Pine Tree Drive Suite 1127, Miami Beach, Florida 33140 and the mailing address of the corporation 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 99 Northeast 167th Street, North Miami Beach, Florida 33162 and the name of the initial registered agent of the corporation at that address is Donald G. Criscuolo.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Allen Fishbein
Pres.

4101 Pine Tree Drive Suite 1127
Miami Beach, Florida 33140.

Harry Fishbein
Sec./Treas.

Same

ARTICLE VII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VIII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE IX. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of
Corporation Service Company, has hereunto set their hand
and seal of Corporation Service Company on August 7, 1997.

CORPORATION SERVICE COMPANY

By: _____

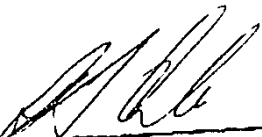
Its Agent, Karen B. Rozar

ACP

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

DONALD G. CRISCUOLO an individual residing in
this state having a business office identical with the
registered office of the corporation named below, and
having been designated as the Registered Agent in the above
and foregoing Articles of Incorporation of

is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505,
Florida Statutes.

By 
Typed name: DONALD G. CRISCUOLO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA