

Request Number Only
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Requestor's Name
Cummings-Grayson & Co., P.A.
Address
5136 Biscayne Blvd.
Miami, Fl. 33137.
City State ZIP Phone
758-5158

VALIDATION ONLY

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****245.00 ****122.50

CORPORATION(S) NAME

G. Allen, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Empire Toll Free: 1-800-432-3028

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| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Foreign | <input type="checkbox"/> Mark |
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| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Change of Registered Agent |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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ARTICLES OF INCORPORATION

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

Article I: NAME

The name of this corporation shall be: **G. ALLEN, INC.**

Article II: PRINCIPAL OFFICE

The address of the principal place of business and the mailing address of the corporation shall be:

**7601 E. Treasure Drive
North Bay Village, Penthouse 211
Miami, Florida 33141**

Article III: SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any time is: **100,000 shares at \$2.50 par value**. No share shall be issued until it has been paid for, and it shall thereafter be non-assessable.

Article IV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: **RODERICK D. VEREEN, ESQ.**, whose address is: **4770 Biscayne Boulevard, Suite 1130, Miami, Florida 33137**

Article V: INCORPORATOR(S)

The name(s), street address(es) and office(s) of the incorporator(s) to these Articles of Incorporation are as follows:

George Powell

**7601 E. Treasure Drive
North Bay Village, Penthouse 211
Miami, Florida 33141**

The personal liability of directors of fiduciary breaches of care to the corporation shall be eliminated, or, in the alternative, limited to the extent that the elimination or limitation of personal liability of the director is permitted by the Corporation Code of the

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State of Florida, as well as, by any statutory amendments that expand the elimination or limitation of such liability.

Article VI: PURPOSES AND POWERS

Purpose: The purpose of the corporation shall be to transact business in the transportation industry, including but not limited to, sales, advertisement, production, manufacture and supply of transportation services for all other lawful businesses for a Corporation may be incorporated pursuant to applicable state law.

Powers: In addition to the powers specifically provided by the state law, the Corporation shall have and may exercise all powers necessary or convenient to effect its purpose.

Article VII: MANAGEMENT

The management of the business and the conduct of the affairs of the corporation, shall be under the control of the Board of Directors.

1. The initial board of directors shall consist of one member. The number of directors may from time to time be increased or decreased in such manner as prescribed by the by-laws, but in no event shall the number of directors be less than the number of stockholders in the event that the outstanding shares are held of record by fewer than one stockholder. Directors need not be stockholders.

2. A quorum for purpose of director's meetings shall be fifty-one percent of the directors.

3. In furtherance and not in limitation of the powers conferred by the Florida Corporation Code, the Board of Directors is expressly authorized and empowered.

a. to make, alter, amend and repeal the by-laws subject to the power of the stockholders to alter or repeal the by-laws made by the Board of Directors;

b. to authorize and issue without stockholders' consent, obligations of the corporation, secure and unsecured, under terms and conditions as the board, in its sole discretion, may determine, and to pledge or mortgage, as security therefore, any real or personal property of the corporation including after acquired property;

c. to designate, by resolution passed by a majority of the board, one or more committees, from among its members, which, to the extent permitted by law and authorized by resolution or the by-laws, shall exercise the powers of the board;

d. in addition to the powers and authority granted above, or by statute, expressly conferred, the board may exercise all such powers and do all such powers and do all such acts and things as may be exercised or done by the Corporation, subject nevertheless to the provisions of the Florida Corporation Code, these articles of incorporation and the by-laws of the Corporation.

Article VIII: VOTING

Cumulative voting of shares shall be permitted. At the election of directors each stockholder shall be entitled to as many votes as shares of stock multiplied by the number of directors to be elected. Votes may be cast for an individual director or may be distributed among several directors.

Article IX: PRE-EMPTIVE RIGHTS

Each stockholder of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire other shares of the stock of the Corporation, or of any class now or hereafter authorized, or any security exchangeable for or convertible to such shares, or any warrants or other instruments evidencing rights or options to subscribe for purchase or otherwise acquire such shares in the proportionate amount that the stockholders stock beared to the then outstanding total number of shares.

Article X: DURATION OF CORPORATION

The Corporation shall exist perpetually unless dissolved according to law.

Article XI: TRANSFER RESTRICTIONS

The Corporation shall have the right to impose reasonable restrictions on the transfer of any of its authorized shares or any interest therein. The Board of Directors is hereby authorized on the behalf of the Corporation to exercise the Corporation's right to so impose such restrictions, whether by provisions in the by-laws or otherwise. (A restriction on the transfer of stock must be noted conspicuously of the face of the security to be effective).

Article XII: TRANSACTIONS WITH INTERESTED OFFICERS AND DIRECTORS

In the absence of fraud, no contract or other transaction between this Corporation and one or more of its Directors, Officers or any other corporation, partnership, association or entity in which any Director or Officer of the Corporation is financially or otherwise interested or is a Director, member or Officer of such other corporation, partnership, association, or entity, shall be affected or invalidated because of such relationship or interest, provides that the existence and nature of any Director or Officer

shall be disclosed or shall have been known to the Directors present at any meeting of the Board at which action on any such contract or transaction shall have been taken, and provided further that the fact or such relationship is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify the contract or transaction by vote or written consent, and the contract or transaction by vote or written consent, and the contract or transaction is fair and reasonable to the Corporation. Any interested Director may be counted in determining the existence of a quorum and may vote at any meeting of the Board of Directors for the purpose of authorizing any such contract or transaction with like force and effect as if he were not so interested or were not a Director, member of Officer of such other corporation, firm, association or partnership.

**Article XIII: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES
FIDUCIARIES AND AGENTS**

Pursuant to applicable state law, each Director, Officer, Employee, Fiduciary or Agent of the Corporation (and his/her heirs, executors and administrators) shall be indemnified by the Corporation against expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a Director, Officer, Employee, Fiduciary or Agent of the Corporation, or at its request of any other corporation of which it is a shareholder or creditor and which he is not entitled to be indemnified (whether or not he continues to be a Director, Officers Employee, Fiduciary or Agent at the time of imposing or incurring such expenses), except in respect of matter as to which he shall be finally adjudged in such action, suits or proceeding to be liable for negligence or misconduct. Subject to applicable state law, in the event of a settlement or any such action, suit or proceeding, indemnification shall be provided only in connection with such matter covered by the settlement as to which the Corporation is advised by counsel that the person to be indemnification shall not be exclusive of other rights to which he may be entitled under applicable state law.

Article XIV: BY-LAWS

The by-laws of the corporation may be amended only upon consent fifty-one (51%) percent of the shares then outstanding, except to the extent such power is delegated to the Board of Directors by the by-laws.

The undersigned incorporators have executed these Articles of Incorporation this

10th day of May, 1997.



SIGNATURE

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

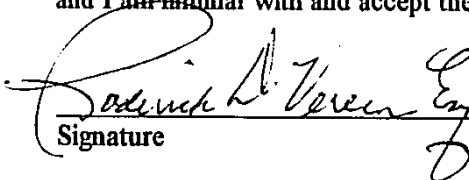
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: G. ALLEN, INC.

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

RODERICK D. VEREEN, ESQ.
4770 Biscayne Boulevard
Suite 1130
Miami, Florida 33137

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 to act in the 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.


Signature

6/10/97
Date

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