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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

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NAME: ROAD RUNNER AUTO TRANSPORT, INC.

AUDIT NUMBER.....H97000014306

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

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ARTICLES OF INCORPORATION
OF

ROAD RUNNER AUTO TRANSPORT, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is:
ROAD RUNNER AUTO TRANSPORT, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSES

This corporation is organized for the following purposes:

- a) To transport, carry on, automobiles, heavy and light equipments, etc.
- b) To purchase, sell, operate, own, hold, import, export automobiles, heavy and light equipments, personal property of every kind, nature and description wheresoever located, both tangible and intangible, and including choses in auction, either as owner, broker, agent or factor.
- c) In the transportation for others, purchase, sell or acquisition of automobiles and general merchandise; or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by merchandise, mortgage or otherwise. The corporation may issue its stocks for any lawful purposes, including the acquisition of any other entity.

Prepared by:

Jesus Valdez, Acct.

4344 SW 7 St.

Miami, FL 33134

(305) 446-0106

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d) To engage in any or all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV - POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue TWO HUNDRED (200) shares of ONE DOLLAR (\$1.00) par value each common stock, which shall be designated "Common Shares".

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation, and the mailing address shall be 8806 N. W. 110th Lane in the City of Hialeah Gardens, Florida 33018, and the name of the initial registered agent of this corporation is ANTONIO F. BUSTO.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have no Directors initially.

The affairs of the corporation will be managed by the shareholders until such time Directors are designated as provided by Laws.

ARTICLE IX - AMENDMENT

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

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The private property of the stockholders of this corporation shall not be subject to the payment of the corporate debts in any extent whatever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of the corporation and/or such members therein.

No person shall be required to own, hold or control stock in this corporation as a condition precedent to holding an office in the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of August, 1997.


ANTONIO F. BUSTO
RESIDENT-AGENT

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SECRET
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared ANTONIO F. BUSTO and OLGA C. BUSTO, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 25th day of the month of August, 1997.



OFFICIAL SEAL
Jesus Valdes
My Commission Expires 8/20/2000
Commission #CC 558088

[Signature]
JESUS VALDES
State of Florida at Large

MY COMMISSION EXPIRES:

HAVING BEEN NAMED TO ACCEPT SERVICES OF PROCESS FOR ROAD RUNNER AUTO TRANSPORT, INC., AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED THIS 25TH DAY OF AUGUST, 1997.

[Signature]
ANTONIO F. BUSTO
RESIDENT-AGENT

[Signature]
OLGA C. BUSTO
SECRETARY

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