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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: G. B. TRUCKING, USA CORP.

AUDIT NUMBER.....H97000018248

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

CERT. OF STATUS..1

PAGES..... 4

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 3, 1997

FAS-T CORP AGENTS INC

SUBJECT: Q. B. TRUCKING, USA CORP.
REF: W97000024946

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX And. #: H97000018248
Letter Number: 597A00053188

**ARTICLES OF INCORPORATION
OF
Q. B. Trucking, USA CORP.**

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, COMPETENT AS AN INCORPORATOR PURSUANT TO THE PROVISIONS OF SECTION 607.0201 FLORIDA STATUTES, DESIRING TO FORM A CORPORATION, PURSUANT TO CHAPTER 607, FLORIDA GENERAL CORPORATION ACT, AND PURSUANT TO THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITIES, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT, DOES HEREBY CERTIFY AS FOLLOWS:

ARTICLE I. NAME

The name of the corporation shall be:

Q. B. Trucking, USA CORP.
and the principal place of business is:
6482 Mosley Street, Hollywood, FL 33024

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

- (1) To operate a trucking company.
- (2) To buy sell and collect Accounts Receivable.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time shall be Five Hundred shares of common stock having a par value of \$1.00 per share. There shall be only one class of shares.

ARTICLE V. STATED CAPITAL & INITIAL STOCK SUBSCRIPTION

The amount of capital with which the Corporation shall commence business shall not be less than \$500.00. Each incorporator named hereinafter agrees to purchase the number of shares stated for the consideration shown:

NAME OF INCORPORATOR	NUMBER OF SHARES	CONSIDERATION
Merrill Garthwait	250	\$250.00
Petra Wright	250	\$250.00

Prepared by: Martin A. Scheinkman
18 NE 2nd Avenue
Dania, FL 33004
(954) 920-6175

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6482 Mosley Street, Hollywood, FL 33024 and the name of corporation's initial registered agent at that address is Merrill Garthwait.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one.

The name and street address of the two initial directors are:

Merrill Garthwait
6482 Mosley Street
Hollywood, FL 33024; and

Petra Wright
6482 Mosley Street
Hollywood, FL 33024

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

Merrill Garthwait
6482 Mosley Street
Hollywood, FL 33024

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous written consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a

majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII. OFFICERS

The officers of this Corporation shall consist of a President, Vice President, Secretary, and a Treasurer, each of who shall be elected by the Board of Directors in the manner and at the time prescribed in the By-laws of this Corporation. Such other officers and assistant officers and agents as may be deemed necessary, may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more officers may be held by the same person.

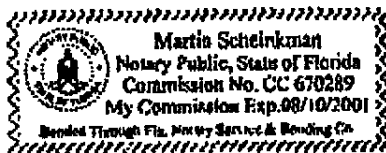
IN WITNESS WHEREOF, I have hereunto set my hand and seal and the undersigned incorporator has executed these Articles of Incorporation this 3 day of November, 1997.

Merrill Garthwait
Merrill Garthwait, Incorporator

State of Florida
County of Broward

I hereby certify that on this 3 day of November, 1997, the foregoing Articles of Incorporation were acknowledged before me by Merrill Garthwait, who is personally known to me or who produced the following identification: _____

[Signature]
Notary Public



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Certificate designating place of business or domicile for the service of process within this state, naming agent upon which process may be served

Pursuant to section 607.0501, Florida Statutes, the following is submitted in compliance with said section:

That, Q. B. TRUCKING, USA CORP. desiring to organize under the laws of the state of Florida with its principal office, as indicated in the articles of incorporation at 6482 Mosley Street, Hollywood, Florida 32024 as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Merrill Garthwait
Merrill Garthwait,
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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