

P98000009928

January 27, 1998.

To : State of Florida Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re : Articles of Incorporation for
Transportation Options Incorporated

100002416051--6

-01/29/98--01065--001

*****70.00 *****70.00

Dear Secretary of State:

Enclosed is an original and copy of the Articles of Incorporation for *Transportation Options Inc.*
In addition, I am enclosing check number 1313 in the amount of \$70.00 to cover the registration fee of
said incorporation.

Should you have any questions or concerns, you may reach my wife at (305) 558-9900 and she
will locate me to respond. Again, thank you for your time in this matter.

Warm regards

Jose A. Herrera
18469 N.W. 24th Street
Pembroke Pines, FL 33028
(954) 450-3174 after 7:00pm

FILED
98 JAN 29 AM 8:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2-2-98
WMS

**Articles of Incorporation for:
TRANSPORTATION OPTIONS INCORPORATED.**

FILED
98 JAN 29 AM 8:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby incorporates to form a corporation under the Laws of the State of Florida.

**ARTICLE I
NAME OF THE CORPORATION**

The name of this corporation shall be:
TRANSPORTATION OPTIONS INCORPORATED.

**ARTICLE II
Nature of the Business**

The general nature of the business to be transacted by Transportation Options Incorporated shall be in transportation, warehousing, and distribution. Although the initial business or services stated herein shall not limit nor prohibit Transportation Options Incorporated from engaging in other business or services now or in the future, nor from enhancing its current nature of business.

Transportation Options Incorporated shall not conduct a banking, safe deposit, trust, insurance, surety, express railroad, canal, telegraph, telephone or cemetery company, a building and loan association, state fair or exposition.

The corporation may carry on any lawful business necessary or incidental to the attainment of the objective of the corporation.

**ARTICLE III
Powers**

The powers granted herein to the corporation shall not be construed as a limitation upon the powers of the corporation, but shall be in addition to the powers conferred by law. The corporation shall have the power to do the following:

1. To sue and be sued, complain and defend its corporate name;
2. To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it;
3. To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located;
4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property;
5. To lend money to, and use its credit to assist its officers and employees in accordance with S.607.0833;
6. To purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with share or other interest in, or obligations of, any other entity;

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7. To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contract of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation;
8. To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
9. To conduct its business, locate offices, and exercise the powers granted by this act within or within this state or outside of this state;
10. To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit;
11. To make and amend bylaws, not consistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
12. To make donations for the public welfare or for charitable, scientific, or educational purposes;
13. To transact any lawful business or service that will aid governmental policy;
14. To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;
15. To pay pensions and establish pension plans, pension trust, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries;
16. To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death share of its stock owned by the shareholder or by the spouse or children of the shareholder; and
17. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, or other entity.

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**ARTICLE IV
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be one hundred (100) shares of common stock having a par value of one dollar (\$1.00).

The capital stock may be paid for in property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purpose or at the organizational meeting.

Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the corporation. Stock in other corporations or going business may be purchased by the corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the corporations may decide.

**ARTICLE V
Initial Capital**

The amount of capital with which the corporation may begin business shall be not less than one hundred dollars (\$100.00).

**ARTICLE VI
Term of Existence**

Transportation Options Incorporated is to exist perpetually.

**ARTICLE VII
Address**

The initial street address of the principal office of this corporation shall be:
18469 N.W. 24th Street
Pembroke Pines, Florida 33028.

**ARTICLE VIII
Directors**

This corporation shall have one director, this number may increase or decrease from time to time, by laws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE IX
Initial Directors**

The name and street address of the members of the first board of directors is:

Jose A. Herrera	18469 N.W. 24th Street, Pembroke Pines, Fl. 33028.
Mayda M. Herrera	18469 N.W. 24th Street, Pembroke Pines, Fl. 33028.

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**ARTICLE X
Subscribers**

The names and street address of each subscriber to these Articles of Incorporation and number of shares of stock each agrees to take are:

Jose A. Herrera	18469 N.W. 24th Street, Pembroke Pines, Fl. 33028	50%
Mayda M. Herrera	18469 N.W. 24th Street, Pembroke Pines, Fl. 33028	50%

**ARTICLE XI
Officers**

The name and street address of the officers of this corporation who shall hold office for the first year or existence of the Corporation and until successors are elected or appointed and shall have qualified are:

Jose A. Herrera	18469 N.W. 24th Street, Pembroke Pines, Fl. 33028	President
Mayda M. Herrera	18469 N.W. 24th Street, Pembroke Pines, Fl. 33028	Vice President

**ARTICLE XII
Registered Agent**

The registered agent of this corporation to accept service of process within this state shall be:

Jose A. Herrera	18469 N.W. 24th Street, Pembroke Pines, Fl. 33028.
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**ARTICLE XIII
Indemnification**

Each director or officer of the corporation shall be indemnified as of right to the fullest extent permitted by current or future legislation or by future judicial or administrative decisions against any fine, liability, cost, or expense, including attorney's fees, asserted against or incurred by the director or officer. The corporation can agree to grant the same right of indemnification to other agents of employees of the corporation and to persons serving at the request of the corporation as its representative in the position of a director, officer, agent, or employee of another enterprise. The right of indemnification shall extend to the heirs, personal representatives, and estate of each person granted the right pursuant to the preceding sentences. The right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance at its expense to protect itself and any such person against fine, liability, cost, or expense, whether or not the corporation would have the legal power to directly indemnify the person against liability.

**ARTICLE XIV
Amendment**

These articles of incorporation may be amended in a manner provided by law. Every amendment shall be approved by the board of directors, proposed by them to the stockholders, and approved at a stockholder's meeting by fifty one (51%) of the voting capital stock, unless all of the directors and all stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

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IN WITNESS WHEREOF, I have hereunto set my hand seal this 15th day of January, 1998.

Jose A. Herrera.....

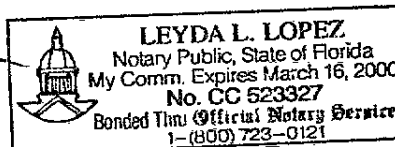
Mayda M. Herrera.....

STATE OF FLORIDA)
COUNTY OF DADE)

I hereby certify that on this day, before me, a notary public authorized in the State of Florida and for Dade County, Florida, to take acknowledgments, personally appeared Jose A. Herrera and Mayda M. Herrera to me known to be the persons described herein as subscriber to the foregoing Articles of Incorporation and acknowledged before me that they subscribed to these Articles of Incorporation. Jose A. Herrera and Mayda M. Herrera are personally known to me.

WITNESS MY HAND SEAL IN THE COUNTY AND STATE NAMED ABOVE
THIS 15th DAY OF January, 1998.

Notary Public.....



ARTICLE XV

Acceptance of Registered Agent

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

Jose A. Herrera.....

ARTICLE XVI

Number of Articles

The foregoing instrument contains a total of sixteen (16) articles.