

**WHITE & FLAM, P.A.**

ATTORNEYS AT LAW  
A PROFESSIONAL ASSOCIATION  
2848 UNIVERSITY DRIVE  
SUITE A, SECOND FLOOR  
CORAL SPRINGS, FLORIDA 33065

E. AUSTIN WHITE  
MICHAEL R. FLAM

TELEPHONE  
(954) 753-9333  
FACSIMILE  
(954) 753-9633

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 13 AM 7:44

February 11, 1998

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

500002429865--0  
-02/13/98--01023--019  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Rapid Courier Service Company

Dear Madam/Sir:

Enclosed are the Articles of Incorporation for filing, with respect to the referenced entity, along with a check for \$122.50 representing the filing fees.

If there are any questions regarding this filing, please contact me.

Very truly yours,

WHITE & FLAM, P.A.

*Michael R. Flam*

Michael R. Flam

MRF/sr  
Encl.

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**ARTICLES OF INCORPORATION**  
**OF**  
**RAPID COURIER SERVICE COMPANY**

The undersigned, for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations, hereby adopts the following articles of incorporation:

**ARTICLE I**

The name of the Corporation shall be: RAPID COURIER SERVICE COMPANY. Its principal place of business shall be located at 18554 Breezy Palm Way, Boca Raton, Florida 33496, or at such other points or places in the State of Florida, the United States of America, or foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE II**

The general nature of the business or businesses to be transacted by the Corporation is as follows: to do anything that may lawfully be done by a corporation pursuant to Chapter 607, Florida Statutes.

Prepared By:

Michael R. Flam, Esq.  
WHITE & FLAM, P.A.  
2848 University Drive  
Suite A, Second Floor  
Coral Springs, Florida 33065  
Florida Bar No. 0510394  
Telephone Number: (954) 753-9333  
Facsimile Number: (954) 753-9633

### ARTICLE III

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 1,000 shares of Common Stock at One Dollar (\$1.00) par value. The capital stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator or the Director(s) at a meeting called for such purpose.

### ARTICLE IV

This Corporation shall have perpetual existence, commencing upon the filing of these Articles.

### ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than Two (2) Directors; the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

### ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Arnold Davis  
18554 Breezy Palm Way  
Boca Raton, Florida 33496

Myra Davis  
18554 Breezy Palm Way  
Boca Raton, Florida 33496

### ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the

stockholders, and approved at a stockholders' meeting by at least a majority of the stockholders entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE VIII

The offices to be held by the named Directors are as follows:

PRESIDENT AND TREASURER: Arnold Davis

VICE-PRESIDENT AND SECRETARY: Myra Davis

#### ARTICLE IX

The names and post office address of each incorporator of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>VALUE</u>
Arnold Davis	18554 Breezy Palm Way Boca Raton, FL 33496	1,000	\$1,000.00

All the aforementioned stock is to be issued as fully paid for and exempt from assessment.

#### ARTICLE X

The name and address of the initial registered agent(s) is:

Michael R. Flam, Esq.  
WHITE & FLAM, P.A.  
2848 University Drive  
Suite A, Second Floor  
Coral Springs, FL 33065

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### ARTICLE XI

Each Director and officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claims or liability; provided, however, that no such person shall be indemnified against, or be reimbursed for any expenses incurred in connection with, any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

#### ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation

at least five (5) days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

#### ARTICLE XIII


The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence of a court ruling that such stockholder, director and/or officer did commit willful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

#### ARTICLE XIV

The provisions of these Articles, and each and every section hereof, and the Bylaws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this provision.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11<sup>th</sup> day of February, 1998.

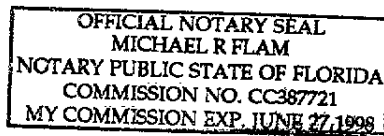
Incorporator:

  
\_\_\_\_\_  
Arnold Davis

STATE OF FLORIDA

COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 11th day of February, 1998, by Arnold Davis, who is personally known to me or who has produced his Florida driver's license as identification.



Michael R. Flam  
Name: \_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires: \_\_\_\_\_  
Commission Number: \_\_\_\_\_  
(Notary Seal)


**CERTIFICATE DESIGNATING REGISTERED AGENT UPON**  
**WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following  
is submitted:

RAPID COURIER SERVICE COMPANY, a Florida corporation, with its  
principal office in Palm Beach County, Florida, has appointed MICHAEL R. FLAM as  
its registered agent to accept service of process within this State at:

White & Flam, P.A.  
2848 University Drive  
Suite A, Second Floor  
Coral Springs, Florida 33065

Having been named as registered agent to accept service of process for the above  
stated Corporation, at the place designated in this certificate, I hereby state that I am  
familiar with and accept the obligations of that position and agree to comply with the  
provision of Section 48.091, Florida Statutes, relative to keeping open said office.



Michael R. Flam  
Registered Agent

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