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P98000027646
March 10, 1998

Attn: New Filing Section
Division of Corporation
SECRETARY OF STATE
P.O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
3-16-98

000002464740-6
-03/23/98-01040-009
****122.50 ****122.50

**RE: Articles of Incorporation for New Corporation -
Transportation Management Resources, Inc.**

Dear Div. Of Corporations:

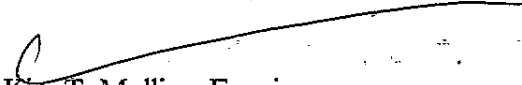
Enclosed is a firm check in the amount of ONE HUNDRED TWENTY TWO and 50/100 (\$122.50) DOLLARS to file the above corporation and an original and one copy of the Articles of Incorporation. If you would be kind enough to send me a stamped copy of the enclosed Articles, to my BOCA RATON address listed above, it would be greatly appreciated.

In the meantime, if you have any questions, whatsoever, please contact me at 561/394-5524.

Thanking you in advance for your prompt attention in this matter.

Sincerely,

KIM T. MOLLICA, P.A.


Kim T. Mollica, Esquire

KTM:kam
Encl.'s (as stated)

F. CHESSEY MAR 25 1998

**ARTICLES OF INCORPORATION
OF**

EFFECTIVE DATE
3-16-78

TRANSPORTATION MANAGEMENT RESOURCES, INC.

FILED
98 MAR 23 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is **TRANSPORTATION MANAGEMENT RESOURCES, INC.**

ARTICLE II

The corporation is to commence its existence on the date of filing and acknowledgment of the Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one dollar (\$ 1.00) par value stock. Each outstanding share shall be entitled to one vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or other property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be **370 W. CAMINO GARDENS BLVD., SUITE 118, BOCA RATON, FLORIDA 33432.**

ARTICLE VI

All corporate powers shall be executed by and under the authority of the Board of Directors and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street address of the initial director who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

**GARY PEARSON
370 W. CAMINO GARDENS BLVD.
SUITE 118
BOCA RATON, FLORIDA 33432**

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, or repeal by-laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These Articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholder or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these Articles of Incorporation is :

GARY PEARSON
370 W. CAMINO GARDENS BLVD.
SUITE 118
BOCA RATON, FLORIDA 33432

ARTICLE XI

The street address of the initial registered office of the corporation is **370 W. CAMINO GARDENS BLVD., SUITE 118, BOCA RATON, FLORIDA 33432**, the name of the initial registered agent of the corporation at that address is **GARY PEARSON**.

IN WITNESS WHEREFORE, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 16 Day of March, 1998.

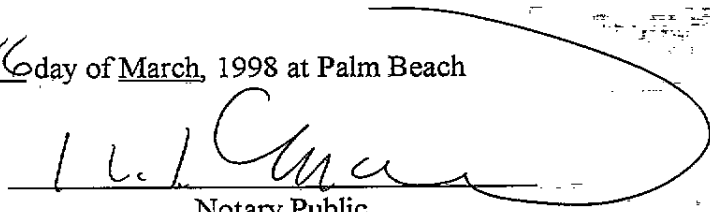


GARY PEARSON

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **GARY PEARSON** known to me and known by me to be the person who executed the foregoing Articles of Incorporation and that he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 16 day of March, 1998 at Palm Beach County, Florida.



Notary Public

MY COMMISSION EXPIRES:

NOTARY PUBLIC - STATE OF FLORIDA
KIM T. MOLLIKA
COMMISSION # CC595471
EXPIRES 1-6-2001
BONDED THRU ASA 1-888-NOTARY1

CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporations.



GARY PEARSON
Registered Agent

DATED: _____

3/18/98

FILED
98 MAR 23 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA