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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: MURAI, WALD, BIONDO, MORENO, P.A.

ACCT#: 076150002103

CONTACT: NIURKA ALONSO

PHONE: (305) 358-5900

FAX #: (305) 358-9490

NAME: VITRAN INVESTMENT II, CORP.

AUDIT NUMBER.....H98000006265

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

A. CHESSEN APR 1 1998

((FAX AUDIT NO. H98000006265))

ARTICLES OF INCORPORATION
OF
VITRAN INVESTMENT II, CORP.,
a Florida corporation

FILED
APR -1 AM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Vitran Investment II, Corp., a Florida corporation.

ARTICLE II

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 1,000 shares of Common Stock of a par value of \$1.00 per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. There shall be no cumulative voting. Holders of Common Stock shall not have pre-emptive rights to subscribe to the corporation's securities. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon.

ARTICLE V

The street address of the initial registered office of the corporation in the State of Florida is 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is

This document prepared by:
Cristina Echarte Brochin, Esq.
Murai, Wald, Biondo & Moreno, P.A.
25 S.E. 2nd Ave., #900
Miami, Florida 33131
Tel: (305)358-5900
Fla. Bar No. 581410

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Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be the same as the Registered Office.

ARTICLE VI

The name and address of the incorporator to these Articles of Incorporation is Murai, Wald, Biondo & Moreno, P.A., 25 S.E. 2nd Avenue, Suite 900, Miami, Florida 33131.

ARTICLE VII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE VIII

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE IX

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of April, 1998.

Murai, Wald, Biondo
& Moreno, P.A.

By: 

Cristina Echarte Brochin
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Cristina Echarte Brochin known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1st day of April, 1998.

My Commission Expires:
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OFFICIAL NOTARY SEAL
MARIA GONZALEZ PUBLIC
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC704127
MY COMMISSION EXPIRES JAN. 11, 2001


Maria C. Gonzalez

Florida at Large

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CERTIFICATE OF REGISTERED AGENT
OF
VITRAN INVESTMENT II, CORP.,

a Florida corporation

Pursuant to Fla. Stat. §607.0501 the following is submitted:

That Vitran Investment II, Corp., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 1st day of April, 1998.

MURAI, WALD, BIONDO
& MORENO, P.A.

By: *Rene V. Murai*

Name: Rene V. Murai
Title: President

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TALLAHASSEE, FLORIDA

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