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WOLFE, YOUNG,

O'BAKER &

COMPANY

Accountants & Tax Consultants

5100 Highway 17-92, Suite 200 • Casselberry, Florida 32707-3862 • Phone: 407.339.9000 • Fax: 407.339.4205 • www.wyoc.com

April 17, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl 32314

FILED  
98 APR 20 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: *Freight Control Software, Inc.*

To Whom It Concerns:

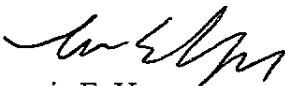
Enclosed please find \$70.00 check for Filing Fees and Registered Agent Designation for the proposed incorporation of the above referenced company.

Also enclosed are two sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Should you have any questions, please do not hesitate to call this office.

Very truly yours,

WOLFE, YOUNG, O'BAKER & COMPANY

  
Lonnie E. Young

LEY/cya  
Enclosures

cc: Peter A. Day

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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(5)

WYO

**ARTICLES OF INCORPORATION**

**OF**

**Freight Control Software, Inc.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**Article I**

The name of the corporation is: **Freight Control Software, Inc.** The principal place of business of this corporation shall be 101 Sunnyside Road, Suite 200, Casselberry, FL 32707.

**Article II**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, or country.

**Article III**

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 8,000 shares of common stock having a par value of \$1.00 per share.

**Article IV**

The street address of the initial registered office shall be 101 Sunnyside Road, Suite 200, Casselberry, FL 32707 and the name of the initial registered agent of the corporation at that address is Lonnie E. Young.

#### **Article V**

The corporation is to exist perpetually.

#### **Article VI**

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time as permitted by the By-Laws, but shall never be less than one (1). The names and addresses of the Initial Directors are: Peter A. Day and Susan J. Day, both at 101 Sunnyside Road, Suite 200, Casselberry, FL 32707.

#### **Article VII**

The initial officers of the corporation are as follows: Peter A. Day, President, and Susan J. Day, Vice-President, Secretary and Treasurer, both at 101 Sunnyside Road, Suite 200, Casselberry, FL 32707.

#### **Article VIII**

The name and street address of the subscriber of these Articles of Incorporation is: Peter A. Day, 101 Sunnyside Road, Suite 200, Casselberry, FL 32707.

#### **Article IX**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

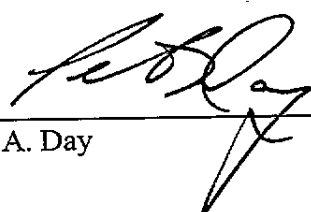
**Article X**

This corporation reserves the right to amend or repeal any provision contained in these Articles, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**Article XI**

This By-Laws of the corporation may be amended by majority vote of either the directors or the shareholders.

IN WITNESS WHEREOF,  
the undersigned has set his hand and seal on this the 15<sup>th</sup> day of APRIL 1998, A.D.,  
1998.

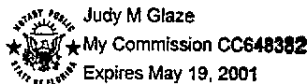
  
\_\_\_\_\_  
Peter A. Day


STATE of FLORIDA  
COUNTY OF SEMINOLE:

BEFORE ME, the undersigned authority, personally appeared Peter A. Day, who is personally known to me who produced identification of personally known, and who executed the foregoing "Articles of Incorporation", and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF,

I have set my hand and seal on this 14<sup>th</sup> day of April, A.D., 1998.



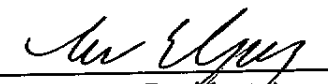
  
Notary Public, State of Florida  
AT LARGE

My Commission Expires: (N.P.Seal)

FILED  
98 APR 20 AM 11:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named corporation at a place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of law relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Lonnie E. Young, Resident Agent