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**BENNETT G. FELDMAN**

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July 16, 1998

Secretary of State  
Corporate Division  
Tallahassee, Florida 32301

FILED  
98 JUL 20 AM 7:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

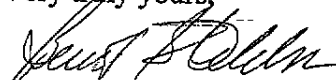
Re: NATIONAL FREIGHT EXPRESS, INC.

Dear Sir:

800002592928--4  
-07/20/98-01056-019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

I herewith enclose the Articles of Incorporation for the above corporation together with a check in the amount of filing fees of \$70.00. Also enclosed is an extra copy of the Articles which I would appreciate being file stamped and returned to me with the receipt for filing.

Very truly yours,

  
BENNETT G. FELDMAN

F. CHESSER JUL 22 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**NATIONAL FREIGHT EXPRESS, INC.**

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The undersigned, hereby forms this corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a corporation for profit.

**ARTICLE I**

The name of the corporation shall be:

**NATIONAL FREIGHT EXPRESS, INC.**

and its business shall be carried on at any location as may be authorized by its Board of Directors.

**ARTICLE II**

The general nature of the business of the corporation shall be as follows:

A. To engage in the business of freight forwarder and provide to the general public the service of transportation of property for compensation in interstate commerce and perform or provide for the assembling, consolidating, break bulk, and distribution of shipments; to perform all of the services as a freight forwarder..

B. To acquire, lease and otherwise acquire, own, use and dispose of property of all kinds, real, personal and/or mixed, to borrow money and to give security for same, to give mortgages upon assets of this corporation when deemed by the Board of Directors expedient to do so and for the performance of such other things as the Board of Directors may deem necessary for the furtherance of the interests of this corporation and in the exercise of the powers herein enumerated.

C. To do any and all of the things herein set forth to the same extent as natural persons might or could do as principals, agents, contractors or otherwise, and either alone, or in company with others, purchase, hold, and reissue any of the shares of its capital stock. In general, to carry on any other business in connection therewith, whether manufacturing or otherwise not specifically forbidden by the laws of the State of Florida, and with all powers conferred upon corporations by the laws of the State of Florida.

### **ARTICLE III**

The maximum number of shares of stock which this corporation shall have outstanding at any time shall be Ten Thousand (10,000) having \$1.00 par value per share, each of which shall be issued fully paid and non-assessable and shall be payable in lawful money of the United States of America or in services or property as a just valuation to be fixed by the Directors of the corporation at the organizational meeting, or any other meeting held for that purpose.

### **ARTICLE IV**

This corporation shall have perpetual existence.

### **ARTICLE V**

The initial Board of Directors of this corporation shall consist of three (3) members and may be increased or decreased, from time to time by the By-Laws, however, there shall not be less than one director at any time.

### **ARTICLE VI**

The business of the corporation may be conducted by a President, Secretary and Treasurer, and by a Board of Directors mentioned in Article V.

### **ARTICLE VII**

Every director, officer, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the corporation or any settlement thereof made with court approval, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged to be liable for negligence or misconduct in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors, as well as the court, approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer, or employee may be entitled.

### **ARTICLE VIII**

The names and post office addresses of the members of the first Board of Directors for the first year of existence for the corporation, or until their successors are elected or appointed and have qualified shall be as follows:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

**NATIONAL FREIGHT EXPRESS, INC.**

a Florida corporation, has named

Bennett G. Feldman  
2655 Lejeune Road  
Suite 508  
Coral Gables, Florida 33134

as its agent to accept service of process within this state.

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**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
BENNETT G. FELDMAN

NATIONAL FREIGHT EXPRESS, INC. hereby appoints Bennett G. Feldman to be its registered agent.

  
BENNETT G. FELDMAN, Subscriber