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To:

Division of Corporations  
Fax Number : (850) 922-4001

From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.  
Account Number : 076150002103  
Phone : (305) 358-5900  
Fax Number : (305) 358-4842

FLORIDA PROFT CORPORATION OR P.A.

Vitran Investment III, Corp.

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09/16/98 08:34 Florida Department p1 /1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 16, 1998

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

SUBJECT: VITRAN INVESTMENT III, CORP.  
REF: W98000021084

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H98000017256  
Letter Number: 798A00046814

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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

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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 III 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.

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

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 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 16th day of September, 1998.

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

By: 

Cristina Echarte Brochin  
Incorporator

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

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF MIAMI-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 16th day of September, 1998.

*Georgina Busto*  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:  
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Georgina Busto  
My Commission CC577114  
Expires Sep. 10, 2000

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

((FAX AUDIT NO. H980000172562))

CERTIFICATE OF REGISTERED AGENT  
OF  
VITRAN INVESTMENT III CORP.,

a Florida corporation

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

That Vitran Investment III 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 Miami-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 16th day of September, 1998.

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

By: 

Name: Rene V. Murai  
Title: President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This document prepared by:  
Cristina Echarte Brochin, Esq.  
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