

P99000000464

11/18/98

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

****122.50 *****78.75
-11/23/98--01038--002
600002693376--6

Re: Poldani's Trucking Corporation

Enclosed please find the articles of incorporation for Poldani's Trucking Corporation and a check for \$122.50. Please return the approved articles of incorporation and state charter certificate for Poldani's Trucking Corporation to:

Hipolito Guzman
120 East 41st Street
Hialeah, Florida 33013

no list

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JAN -4 AM 8:03

FILED

GAVE
AUTHORIZATION BY PHONE TO
CORRECT RAACC.
DATE 11-25-98
DOC. EXAM QB

QB
1-5-99
17



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1998

HIPOLITO GUZMAN
120 EAST 41ST STREET
HIALEAH, FL 33013

SUBJECT: POLDANI'S TRUCKING CORPORATION
Ref. Number: W98000026534

We have received your document for POLDANI'S TRUCKING CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 698A00056388

FILED
99 JAN - 4 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
POLDANI'S TRUCKING CORPORATION**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is POLDANI'S TRUCKING CORPORATION.

**ARTICLE II
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

120 EAST 41ST STREET
HIALEAH, FL 33013-2236

**ARTICLE III
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$1.00 per share.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

HIPOLITO GUZMAN
120 EAST 41ST STREET

Initials: H G

MIAMI-DADE County
HIALEAH, FL 33013-2236

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

HIPOLITO GUZMAN
120 EAST 41ST STREET
HIALEAH, FL 33013-2236

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

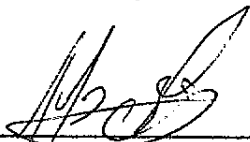
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

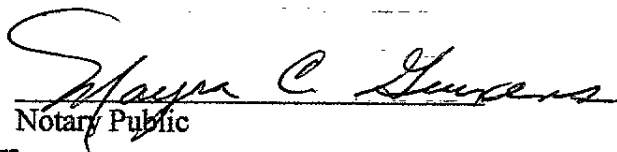
I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



HIPOLITO GUZMAN, Incorporator
120 EAST 41ST STREET
HIALEAH, FL 33013-2236

State of Florida, County of MIAMI-DADE, ss:

Subscribed and sworn to (or affirmed) before me this 18 day of November 1998.



Notary Public

MAYRA C. GUIXENS
MY COMMISSION # CC483651 EXPIRES
July 25, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

FILED
99 JAN -4 AM 8:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HIPOLITO GUZMAN, Incorporator
120 EAST 41ST STREET
HIALEAH, FL 33013-2236

State of Florida, County of MIAMI-DADE, ss:

Subscribed and sworn to (or affirmed) before me this 22 day of December, 19 98.



MAYRA C. GUIXENS
MY COMMISSION # CC483651 EXPIRES
July 25, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

Mayra C. Guixens
Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.

Hipolito Guzman
Hipolito Guzman