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Florida Department of State
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FLORIDA PROFIT CORPORATION OR P.A.

american greight exchange, inc.

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ARTICLES OF INCORPORATION

OF

AMERICAN FREIGHT EXCHANGE, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AMERICAN FREIGHT EXCHANGE, INC.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 3175 South Congress Avenue, Suite 301, Palm Springs, Florida 33461 and the mailing address shall be the same.

ARTICLE III. NATURE OF BUSINESS

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, county, territory or nation.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000,000 shares of \$1 par value common shares.

ARTICLE V. ADDRESS

The street address of the initial registered office of the corporation shall be 3175 South Congress Avenue, Suite 301, Palm Springs, Florida 33461, and the name of the initial registered agent of the corporation at that address is PHILLIP T. CRENSHAW.

Prepared by:
Phillip T. Crenshaw, Esquire
Florida Bar No. 136506
3175 South Congress Avenue
Suite 301
West Palm Beach/Palm Springs, FL 33461
Telephone: (561) 439-6100

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ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three director, initially. The name and street address of the initial member of the Board of Directors is:

WILLIAM W. BLODGETT, IV 1426 North Ocean Boulevard
Palm Beach, Florida 33480

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

WILLIAM W. BLODGETT, IV
1426 North Ocean Boulevard
Palm Beach, Florida 33480

ARTICLE IX. PREEMPTIVE RIGHTS

Any shareholder, upon the sale of any new issued stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done within issuance of fractional shares) at the price and terms at which it is being offered to others.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

Shares held by any shareholder may not be resold or otherwise transferred to other persons unless first offered to the corporation and then to the remaining shareholders of this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by a bylaw of the corporation.

ARTICLE XI. INDEMNIFICATION

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as directors, members, or officers, and their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense

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or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reasons of their being or having been directors, members, or officers, except in relation to matters as to which any such director, member or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any bylaws, agreements or otherwise.

ARTICLE XII. LIMITATION OF DIRECTOR'S LIABILITY

A director of this corporation shall not be personally liable to the corporation or its stockholders for money damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida General Corporation law. If the Florida General Corporation Law is amended after approval by the stockholders of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by applicable Florida or General Law, and as amended from time to time without further action by the stockholders.

Any repeal or modification of this Article shall not increase the personal liability of any director of this corporation for any act or occurrence taking place prior to such repeal or modification. The provisions of this Article shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this Article.

IN WITNESS WHEREOF, WILLIAM W. BLODGETT, IV has hereunto set his hand and seal on this 11th day of January, 1999.

American Freight Exchange, Inc.

By: William W. Blodgett, IV (SEAL)
William W. Blodgett, IV

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE**

Pursuant to the provision of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Corporation is:

American Freight Exchange, Inc.
3175 South Congress Avenue
Suite 301
Palm Springs, Florida 33461

2. The name and address of the Registered Agent and Registered Office is:

Phillip T. Crenshaw
3175 South Congress Avenue
Suite 301
Palm Springs, Florida 33461

Having been named as Registered Agent, and to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all Statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Phillip T. Crenshaw

1/11/98
Date

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