

P99000018490

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

500002786305--4
-02/24/99--01105--020
122.50 **78.75

SUBJECT: Flynn Motor Carriers, Inc.
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF INCORPORATION AND OUR CHECK FOR \$ 122.50

FROM:

Michael J. Flynn
NAME (PRINTED OR TYPED)
23163 Cortez Blvd.
ADDRESS
Brooksville, FL 34601
CITY, STATE, & ZIP
(352) 754-1790
TELEPHONE NUMBER

FILED
99 FEB 24 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES.

B. BROCK FEB 26 1999

FILED

99 FEB 24 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

Flynn Motor Carriers, Inc.
I, THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF
FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION
ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

Flynn Motor Carriers, Inc.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING
ON THE DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE
ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS
UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S
GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF PAR
VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON
SHARES".

ARTICLE V - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

*23163 Cortez Blvd
Brooksville, FL 34601*

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE:

23163 Cortez Blvd
Brooksville, FL 34601

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

Michael J. Flynn

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - INCORPORATORS

THE NAME AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

Michael J. Flynn

ARTICLE IX - BYLAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNT SET OPPOSITE THEIR NAMES:

Michael J. Flynn - 500

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH, AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

IN WITNESS WHEREOF, I HAVE HERETO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS DAY 23rd OF Feb. , 1999



Michael J. Flynn

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 FEB 24 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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: Flynn Motor
Carriers, Inc.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

Michael J Flynn
(NAME)

23163 Cortez Blvd.
(P.O. BOX NOT ACCEPTABLE)

Brooksville, FL 34601
(CITY/ STATE/ ZIP)

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.

SIGNATURE [Signature] Michael J. Flynn

DATE 2-23-99