



**GENERAL
BUSINESS
SERVICES®**

MICHAEL J. FAIRCLOUGH, FCA, EA

P 99 0000 38352

Coco Plum Plaza, Suite 8 • 2845 North Military Trail
West Palm Beach, Florida 33409
(561) 471-8899 • FAX (561) 471-8878

April 19, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

700002848837--0
-04/23/99--01023--004
*****78.75 *****78.75

Re: First Class Transport, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent with reference to the above captioned Corporation.

Also enclosed is a check made payable to the order of the Secretary of State in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
Total	<u>\$ 78.75</u>

FILED
APR 23 AM 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention in this matter.

Very truly yours,

F. CHESSER

APR 28 1999

M. J. Fairclough

Michael J. Fairclough, F.C.A.

Representative of:

HD VEST
FINANCIAL SERVICES

Securities offered through H.D. Vest Investment Securities, Inc., Member: SIPC, NASD
6333 North State Highway 161, Fourth Floor - Irving, Texas 75038 - (972) 870-6000



NASD
NATIONAL ASSOCIATION OF
SECURITIES DEALERS, INC.

ARTICLES OF INCORPORATION

The undersigned, as a proper person acting as the incorporator of a corporation under the laws of the state of FLORIDA, adopts the following articles of incorporation:

FIRST The name of the corporation is:
First Class Transport, Inc.

SECOND The Corporation shall have perpetual existence.

THIRD The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

FOURTH The aggregate number of authorized shares is: One thousand (1,000) Shares. Such shares shall be of single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

FIFTH The Corporate existence shall begin effective April 19, 1999

SIXTH Cumulative voting of shares of stock is authorized.

SEVENTH The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

EIGHTH Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which are convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is pertinent any

General Business Services
2845 N. Military Trail, Suite 8
West Palm Beach, Florida 33409

FILED
APR 23 AM 10:08
99
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

warrant or warrants or other investment or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

NINTH Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

TENTH Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation. The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

ELEVENTH Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

TWELFTH These Articles of Incorporation may be amended only by written consent of all the shareholders.

THIRTEENTH The address of the initial registered office of the corporation is 2845 N. Military Trail, Suite 8, West Palm Beach, FL 33409 and the name of its initial registered agent at such address is: Michael J. Fairclough.

FOURTEENTH Address of the principal place of business is 4995 W. Atlantic Avenue, Delray Beach, FL 33445.

FIFTEENTH The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the initial director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Name	Address
<u>Francine Schwab</u>	<u>4995 W. Atlantic Avenue</u> <u>Delray Beach, FL 33445</u>

General Business Services
2845 N. Military Trail, Suite 8
West Palm Beach, Florida 33409

SIXTEENTH The name and address of the incorporator is:

Name

Address

Michael J. Fairclough

2845 N. Military Trail, #8,
West Palm Beach, FL 33409

SEVENTEENTH I hereby execute these Articles of Incorporation for the purposes therein expressed this 20th day of April, 1999.

M. J. Fairclough
Michael J. Fairclough

State of Florida

County of Palm Beach

I HEREBY CERTIFY that on this 20 day of April, 1999, Michael Fairclough personally appeared before me and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.

Leonard M. Strent

Notary Public, State of Florida.
My Commission Expires:



LEONARD M. STRENT
COMMISSION # CC 695668
EXPIRES NOV 28, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

General Business Services
2845 N. Military Trail, Suite 8
West Palm Beach, Florida 33409

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

In pursuance of chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

FIRST: That First Class Transport, Inc. desiring to organize
under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation in the City of
Delray Beach, Palm Beach County in the State of Florida, has
named Michael J. Fairclough located at 2845 N. Military Trail,
Suite 8, West Palm Beach, Florida, as its Agent to accept
service of process for the Corporation within this state.

Having been named to accept service of process for the above
stated Corporation, at the place designated in this Certificate,
I hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.

M. J. Fairclough

Michael J. Fairclough FCA EA

FILED

99 APR 23 AM 10:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

General Business Services
2845 N. Military Trail, Suite 8
West Palm Beach, Florida 33409