



THE UNITED STATES
CORPORATION
COMPANY

P990006/8/4

FILED

99 JUL 12 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 303304 162510A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pizito

ORDER DATE : July 12, 1999

ORDER TIME : 10:45 AM

ORDER NO. : 303304-005

CUSTOMER NO: 162510A

CUSTOMER: Ms. Elvi A. Escribano
SOUTHEASTERN TRAILER &
SOUTHEASTERN TRAILER &
7500 N.w. 82nd Place

200002928772--7

Miami, FL 33166

DOMESTIC FILING

NAME: CAROLINA EXPRESS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

PH 7/12/99 ✓

**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAROLINA EXPRESS, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND PRINCIPAL OFFICE OF CORPORATION**

The name of this Corporation shall be Carolina Express, Inc. The initial mailing address of the Corporation shall be 7500 NW 82 Place, Miami, Florida 33166.

**ARTICLE II
NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purpose specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, which shall be regarded as independent purposes and shall be construed as powers as well as purposes.

**ARTICLE III
STOCK**

The total authorized capital stock of the Corporation shall be 100 shares of Common Stock, par value \$1.00 per share.

**ARTICLE IV
INCORPORATOR**

The name and street address of the Incorporator of this Corporation is as follows:

Elvira A. Escribano
7500 N.W. 82 Place
Miami, Florida 33166

**ARTICLE V
TERM OF CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 7500 NW 82 Place, Miami, Florida 33166. The name of the initial Registered Agent of this Corporation at the above address shall be Elvira A. Escribano.

ARTICLE VII
NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the board of Directors shall consist of 2 people.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

The name and street address of the members of the initial board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

ANGEL J. DONES
7500 NW 82 Place, Miami, Florida 33166

RICHARD KRISSEL
7500 NW 82 Place, Miami, Florida 33166

ARTICLE IX
BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X
FINANCIAL INFORMATION

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year thereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

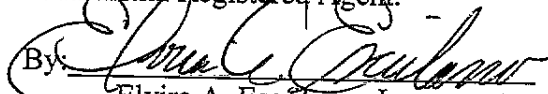
IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set her hand and seal this 9th day of July 1999.

By: 
Elvira A. Escribano


CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

Carolina Express, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated, 7500 NW 82 Place, Miami, Florida 33166, as its initial Registered Office and has named Elvira A. Escribano, located at 7500 N.W. 82 Place, Miami, Florida 33166 as its initial Registered Agent.

By: 
Elvira A. Escribano, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
Elvira A. Escribano, Registered Agent

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TALLAHASSEE, FLORIDA