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LAW OFFICES
KING, LEAVY & LANCASTER
PROFESSIONAL ASSOCIATION

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July 15, 1999

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*****78.75 *****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

RE: LOGISTICS 'R US, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Logistics 'R Us, Inc. along with a check for filing and one certified copy of the Articles of Incorporation. Please file this corporation as soon as possible and return to me a certified copy of the Articles as filed, and the document number for the corporation.

Thank you very much for your cooperation and assistance in this matter.

Very truly yours,

Maria C. Gallo for
KENNETH G. LANCASTER

KGL:mcg
Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
WS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 27, 1999

KENNETH G. LANCASTER, ESQ.
5975 SUNSET DR., SUITE 301
S. MIAMI, FL 33143

SUBJECT: LOGISTICS R' US, INC.
Ref. Number: W99000017233

We have received your document for LOGISTICS R' US, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of 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) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 399A00038148

ARTICLES OF INCORPORATION

OF

LOGISTICS R' US, INC.

ARTICLE I - NAME

The name of this corporation is LOGISTICS R' US, INC.

ARTICLE II - ADDRESS

The principal address of this corporation is: **PMB 141, SOUTH FLAMINGO ROAD,
PEMBROKE PINES, FL 33027.**

ARTICLE III - DURATION

This corporation shall exist perpetually, unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized for the following purposes: investing in transportation equipment for trucking and contracting for transportation of goods, leasing transportation equipment and for the purpose of transacting any or all other lawful businesses permitted under the law of the United States and the State of Florida.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "Common Shares".

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of this corporation is **KENNETH G. LANCASTER, 5975 SUNSET DRIVE; SUITE 301; SOUTH MIAMI, FL 33143.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

**DEBRA MCCOLLOUGH
PMB 141, 320 South Flamingo Road
Pembroke Pines, FL 33027**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

**DEBRA MCCOLLOUGH
PMB 141, 320 South Flamingo Road
Pembroke Pines, FL 33027**

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XIV - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XV - MANAGEMENT OF CORPORATION
BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XVI - POWERS

This corporation shall have the corporate powers:

- (a) To have perpetual succession by its corporation name unless a limited period of duration is stated in its Articles of Incorporation.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange,

transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to, and use its credit to assist its officers and employees in accordance with §607.0833.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guarantees and incur liabilities borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(l) To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(m) To make donations for the public welfare or for charitable, scientific, or educational

purposes.

(n) To transact any lawful business which the board of directors shall find to be in aid of governmental policy.

(o) To pay pension and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, and employees of its subsidiaries.

(p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE XVII - DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVIII - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law. The private property of the stockholders shall not be subject

to the payment of the corporate debts in any manner whatsoever. The corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

ARTICLE XX -AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6 day of ~~June~~^{July} 1999.

Debra D. McCollough
DEBRA MCCOLLOUGH

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

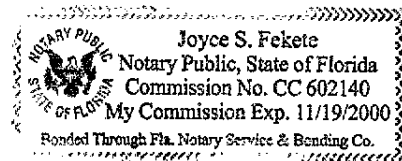
The foregoing instrument was acknowledged before me this 6 day of ~~June~~^{July}, 1999, by **DEBRA MCCOLLOUGH** who is personally known to me or who has produced driver's license, as identification, who did take an oath.

M242-164-57-850

NOTARY PUBLIC:

Sign: *Joyce S. Fekete*
Print: Joyce S. Fekete

STATE OF FLORIDA AT LARGE (Seal)
My Commission Expires:



**CERTIFICATE DESIGNATING (OR CHANGING) 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:

LOGISTICS R' US, INC.

desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation incorporation at City of **Pembroke Pines**, County of **Broward**, State of **Florida** has named **KENNETH G. LANCASTER**, located at **5975 SUNSET DRIVE; SUITE 301**, City of **SOUTH MIAMI**, County of **MIAMI-DADE**, State of **FLORIDA**, as its agent to accept service of process within this state.

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


KENNETH G. LANCASTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA