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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)541-3694
Fax Number : (305)541-3770

FLORIDA PROFIT CORPORATION OR P.A.
GERSHMAN TRANSPORTATION INTERNAL, INC.

Certificate of Status	0
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W-20892

B. McKnight SEP 13 1999

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ARTICLES OF INCORPORATION
OF

GERSHMAN TRANSPORT INTERNATIONAL, INC.

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 621, Florida Statutes, does hereby adopt the following Articles of Incorporation.

WITNESSETH:

ARTICLE I
NAME

The name of the corporation is:

GERSHMAN TRANSPORT INTERNATIONAL, INC.

ARTICLE II
DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III
PURPOSES

This corporation is organized for the purpose of transacting transacting any and all lawful business.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$.05 par value common stock.

ARTICLE V
QUORUM FOR SHAREHOLDER'S MEETINGS

Unless otherwise provided for in the corporation's bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 4875 North Federal Highway, Seventh Floor, Fort Lauderdale, Florida, 33308, and the name of the initial registered agent of this corporation at such address is Harold S. Bofshever, Esq.

This instrument prepared by:
Harold S. Bofshever, Esq.,
4875 N. Federal Highway
Seventh Floor
Ft. Lauderdale, Florida 33308
(954) 563-2727

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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 in the manner provided in the Bylaws, but shall never be less than one. The name and address of the initial director is as follows:

Lewis B. Gershman
2610 N.E. 48th Court
Lighthouse Point, Florida 33064

ARTICLE VIII
INCORPORATION

The names and addresses of the corporation's incorporator is:

Harold S. Bofshever
4875 North Federal Highway
Seventh Floor
Fort Lauderdale, Florida 33301

ARTICLE IX
INDEMNIFICATION

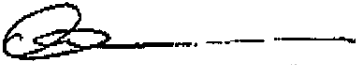
The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.

ARTICLE X
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is:

c/o Lewis B. Gershman
2610 N.E. 48th Court
Lighthouse Point, Florida 33064

IN WITNESS WHEREOF, I have subscribed my name this 9th day of September, 1999.


HAROLD S. BOFSHEVER
Incorporator

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STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this ___ day of September, 1999, by Harold S. Bofshever, who did/did not take an oath. Such person is personally known to me or has produced _____ as identification.

Dana Christie
NOTARY PUBLIC - State of Florida

My commission expires:



DANA CHRISTIE
My Commission CC46886
Expires Sep. 14, 1999

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 607.34, Florida Statutes, the following is submitted, in compliance with said Act:

That GERSHMAN TRANSPORT INTERNATIONAL, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of LIGHTHOUSE POINT, County of Broward, State of Florida has named HAROLD S. BOFSHEVER, located at 4875 North Federal Highway, Seventh Floor, of Fort Lauderdale, County of Broward, 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.

[Signature]
HAROLD S. BOFSHEVER
Registered Agent

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