

799000086501

FREIGHT BROKERS NETWORK, INC. (FBN, INC.)

900 Red Fox Road
Altamonte Springs, Florida 32714

September 16, 1999

**Office of the Secretary of State
State of Florida**

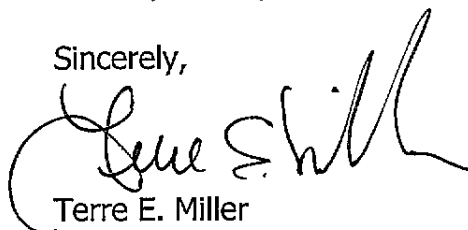
P. O. Box 6314
Tallahassee, Florida 32314

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*****87.50 *****87.50

Enclosed please find two original copies of Articles of Incorporation for **FREIGHT BROKERS NETWORK, INC. (FBN, INC.)**, a for-profit corporation. Fees totaling \$87.50 are attached for the filing and a certified copy. I have enclosed a prepaid return mail envelope for your convenience.

Thank you for your assistance.

Sincerely,



Terre E. Miller

Enclosures

FILED
1999 SEP 20 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09/30

1099000022072



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 24, 1999

FREIGHT BROKERS NETWORK, INC., (FBN, INC.)
900 RED FOX ROAD
ALTAMONTE SPRINGS, FL 32714

SUBJECT: FREIGHT BROKERS NETWORK, INC. (FBN, INC.)
Ref. Number: W99000022072

We have received your document for FREIGHT BROKERS NETWORK, INC. (FBN, INC.) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Angela Howell
Document Specialist

Letter Number: 399A00046781

9-22-99

Angela Howell

If you have any Questions
OR Problems You Can
Contact Me at 407-772-1619,
OR Fax 407-772-0159.

Thank you for your Help

Yvonne E. Hill

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FREIGHT BROKERS NETWORK, INC.**

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is:

FREIGHT BROKERS NETWORK, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation is organized for the purpose of transacting any and all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this state, and in addition to but not in limitation of such powers, shall also have the power:

- (A) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold or investment or otherwise, use and operate real estate or all kinds, improved or unimproved, and any right or interest therein.
- (B) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation and to lease, rent encumber or dispose of any personal property at any time owned or held by the Corporation.

- (C) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers or corporate indebtedness as required.
- (D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by, any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (F) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessary connected with the purposes of the Corporation or calculated to facilitate the same.
- (G) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use exercise and enjoy all of the general powers of like corporations.
- (H) To engage in any and all lawful business, trades, occupations and professions.
- (I) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient to carry on any of the business or acts above named.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in the Article, shall be in otherwise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, each having the par value of \$0.0001.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of the Corporation at any regular or special meeting.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The Corporation shall have perpetual existence. These Articles of Incorporation shall be effective and the Corporation's existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be at 900 Red Fox Road, Altamonte Springs, Florida 32714, the mailing address for the Corporation is Post Office Box 941008, Maitland, Florida 32794-1008. The Board of Directors may from time to time designate such other address and place for the principal office of the Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The Corporation shall have one (1) Director initially. The number of directors may be increased or diminished from time to time by the Bylaws. The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the Corporation with or without cause.

ARTICLE VII - INITIAL DIRECTOR

The name and address of the initial director who shall hold office until her successors are elected and have qualified, is as follows:

Terre E. Miller
900 Red Fox Road
Altamonte Springs, Florida 32714

ARTICLE VIII - INCORPORATOR

The name and post office of the incorporator of these Articles of Incorporation is:

Terre E. Miller	Mailing Address:
900 Red Fox Road	P. O. Box 941008
Altamonte Springs, FL 32714	Maitland, Florida 32794-1008

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation is Len Aronoff, Esq. whose address is:

Len Aronoff, Esquire
1947 Lee Road
Winter Park, Florida 32789

ARTICLE X - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be reserved to and vested in the Shareholders of the Corporation.

ARTICLE XII - INDEMNIFICATION

- A. The Corporation shall indemnify and person who was or is a party or its threatened to by made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his

conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that dispute the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of any undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

- B. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.
- C. In addition to the indemnification provided for herein, the Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.
- D. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the Corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote of the election of directors, a statement specifying the persons paid, the amounts paid, and

the nature and status at the time of such payment of the litigations or threatened litigation.

ARTICLE XIII - PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, 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 issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or
- (2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable of any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument 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.

ARTICLE XIV - RESTRICTIONS ON STOCK TRANSFERS

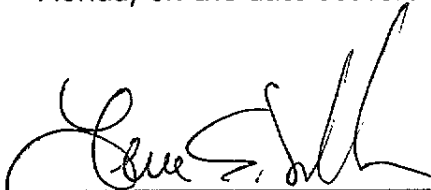
All of the issued and outstanding shares of the Corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares of stock and between the holders of such shares and the Corporation. A copy of any such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the Corporation at reasonable times during business hours. Any transfer of stock in the Corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by the Corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

"The shares of capital stock evidenced by this certificate have not been registered under applicable federal or state securities laws and may not be sold or otherwise transferred unless so registered or unless the corporation receives a legal opinion acceptable to the Corporation and its counsel that any such sale or other transfer is exempt from such registration requirements."

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manor provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS WHEREFOR, the undersigned has hereunto a signed and acknowledged the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth next to his/her signature.



Terre E. Miller, Incorporator

Date 3-1-99

FILED

1999 SEP 20 AM 11: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR SERVICE
OF PROCESS WITHIN THIS STATE AND NAMING REGISTERED AGENT UPON
WHOM PROCESS MAY BE SERVED.**

PURSUANT to Chapter 48.091 of the Florida Statutes, the following is submitted
in compliance with said Act:

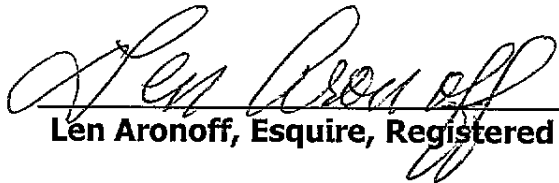
FREIGHT BROKERS NETWORK, INC., desiring to organize under the laws of
the State of Florida, with its principal office as indicated in the Articles of Incorporation
in the City of Altamonte Springs, County of Seminole, State of Florida, has named as
Registered Agent, Len Aronoff, Esq., and Registered Office at:

1947 Lee Road
Winter Park, Florida 32789

to accept service of process within this State.

ACKNOWLEDGMENT:

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
such office.



Len Aronoff, Esquire, Registered Agent