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November 12, 1999.

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The Florida Department of State
The Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Subject: ALLSTATE FREIGHT CARRIERS, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for seventy-eight Dollars and seventy five Cents, being full Payment for corporation filing fee and certificate.

From:

EGBERT PURCELL
25 NW 151ST STREET
North Miami, FL 33169.

Signed


Egbert Purcell

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE OF INCORPORATION
OF
ALLSTATE FREIGHT CARRIERS, INC.

The undersigned Incorporator does hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the Florida General Corporation Act.

ARTICLE I
Name

The name of the corporation is:

ALLSTATE FREIGHT CARRIERS, INC.

ARTICLE II
Principal Office

The principal place of business and mailing address of the corporation shall be:

ALLSTATE FREIGHT CARRIERS, INC.
16764 NE 2nd Avenue
North Miami, FL 33162

ARTICLE III
Duration and Commencement of Existence

The duration of the corporation is perpetual. The existence of the corporation shall commence at the time of filing these articles of incorporation by the Department of State of the State of Florida

ARTICLE IV
Purpose and Power

The corporation is organized for the purpose of a trucking operation and to transacting any lawful business for which corporation may be incorporated under the Florida General Corporation Act and under the laws of any jurisdiction in which the corporation may operate. The corporation shall have all lawful powers necessary or appropriate to conduct such business including, but not limited to, all corporate powers which corporations may have under the Florida General Corporation Act.

ARTICLE V
Shares

The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares.

ARTICLE VI
Initial Registered Agent and Street Address

The street address of the corporation initial registered office is:

ALLSTATE FREIGHT CARRIERS, INC.
16764 NE 2nd Avenue
North Miami, FL 33162

The name of the initial registered agent at such address is EGBERT PURCELL

ARTICLE VII
Board of Directors

The number of directors constituting the initial board of directors is Two (2). Thereafter, the number of directors shall be provided in the bylaws. The name and address of each person who is to serve as a member of the initial board of directors is:

EGBERT PURCELL
25 NW 151ST STREET
North Miami, FL 33169

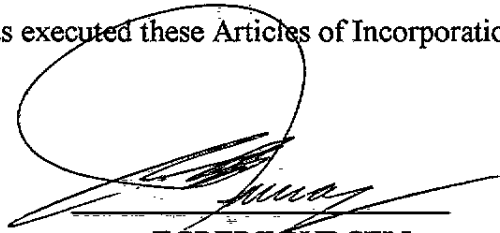
PAULINE MADDOX
10955 SW 15TH STREET, Apt 2-210
Pembroke Pines, FL 33025

ARTICLE VIII
Incorporator

The name and address of the Incorporator is:

EGBERT PURCELL
25 NW 151ST STREET
North Miami, FL 33169

The undersigned Incorporator has executed these Articles of Incorporation on this 12th day of November 1999.


EGBERT PURCELL
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISION OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

(1) The name of the corporation is:

ALLSTATE FREIGHT CARRIERS, INC..

(2) The NAME and ADDRESS of the registered agent and office is:

EGBERT PURCELL
125 NW 151ST STREET
North Miami, FL 33169.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Signed this 12th day of November 1999.



Egbert Purcell