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TRENAM KEMKER

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BASIC AMENDMENT

MOVEX LOAD CONSOLIDATORS, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

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Articles
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**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
MOVEX LOAD CONSOLIDATORS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Movex Load Consolidators, Inc., a corporation organized and existing under the laws of the State of Florida (the "Corporation"), in order to amend and restate its Articles of Incorporation in accordance with the requirements of Sections 607.1006 and 607.1007, Florida Statutes, does hereby, by and through the undersigned officers, its President and its Secretary, certify as follows:

1. The Amended and Restated Articles of Incorporation filed together herewith are a complete restatement of the Corporation's Articles of Incorporation, and supersede the Corporation's Articles of Incorporation filed on November 1, 1991 and all amendments thereto.
2. The amendments to the Corporation's existing Articles of Incorporation being effected by the Amended and Restated Articles of Incorporation are to delete the existing Articles I through Article IX in their entirety and substitute in their place Articles I through IX set forth in the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.
3. The Amended and Restated Articles of Incorporation of the Corporation filed together herewith contain amendments to the Corporation's existing Articles of Incorporation that require the approval of the holders of the Corporation's common stock.
4. This Certificate and the Amended and Restated Articles of Incorporation were approved by the holders of the Corporation's common stock pursuant to a Written Consent signed by all of the stockholders of the Corporation on September 15th, 2000, which is sufficient to approve such amendments in accordance with Section 607.1003, Florida Statutes.

IN WITNESS WHEREOF, THE CORPORATION has caused this Certificate to be executed and acknowledged by its President and Secretary this 15th day of September 2000.

ATTEST:

MOVEX LOAD CONSOLIDATORS, INC.

(CORPORATE SEAL)

Stuart A. Suddath
Stuart A. Suddath, Secretary

By: Stuart A. Suddath
Stuart A. Suddath, President

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MOVEX LOAD CONSOLIDATORS, INC.**

ARTICLE I

Name

The name of this Corporation shall be:

MOVEX, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this Corporation shall be:

1808 W. Bearss Avenue
Tampa, Florida 33613

ARTICLE III

Business and Purposes

The general purpose for which this Corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this Corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

1. Authorized Capitalization.

(a) The total number of shares of capital stock authorized to be issued by this Corporation shall be:

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20,000,000 shares of common stock, par value \$0.01 per share (the "Common Stock"); and

5,000,000 shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

(b) The designation, relative rights, preferences and liabilities of each class of stock, itemized by class, shall be as follows:

(i) *Preferred.* Shares of the Preferred Stock may be issued from time to time in one or more series. The board of directors of this Corporation (hereafter the "Board of Directors" or "Board") by resolution shall establish each series of Preferred Stock and fix and determine the number of shares and the designations, preferences, limitations and relative rights of each such series, provided that all shares of the Preferred Stock shall be identical except as to the following relative rights and preferences, as to which there may be variations fixed and determined by the Board of Directors between different series:

(A) The rate or manner of payment of dividends.

(B) Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption.

(C) The amount payable upon shares in the event of voluntary and involuntary liquidation.

(D) Sinking fund provisions, if any, for the redemption or purchase of shares.

(E) The terms and conditions, if any, on which the shares may be converted.

(F) Voting rights, if any.

(G) Any other rights or preferences now or hereafter permitted by the laws of the State of Florida as variations between different series of preferred stock.

(ii) *Common.* Each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of stockholders, except matters required to be voted on exclusively by holders of Preferred Stock or of any series of Preferred Stock. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on the Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of this Corporation, the assets and funds of this

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Corporation available for distribution to stockholders, and remaining after the payment to holders of Preferred Stock of the amounts to which they are entitled, shall be divided and paid to the holders of the Common Stock according to their respective shares.

(iii) *Series A Convertible Preferred Stock.* Of the 5,000,000 shares of Preferred Stock authorized by these Articles of Incorporation, a series of 100,000 of such shares shall be and are authorized and designated as follows:

(A) Designation and Amount. The shares of such series shall be designated as "Series A Convertible Preferred Stock" (the "Series A Preferred Stock") and the number of shares constituting the Series A Preferred Stock shall be 100,000.

(B) Dividends and Distributions. The holders of shares of Series A Preferred Stock, shall be entitled to receive, for each share of Common Stock into which such share of Series A Preferred Stock could then be converted (in each case as adjusted for any stock split, combination or subdivision and the like with respect to such shares), such cash dividends, if any, as are made available to the holder of a share of Common Stock, when and as declared by the Board of Directors out of the funds of the Corporation legally available therefor. Fractional shares shall not be entitled to receive dividends and any fractional shares resulting on an as-converted basis shall be rounded to the nearest whole number (with one-half being rounded upward). Nothing here shall be taken to mean that the Board of Directors is under any obligation to declare or pay dividends, and in each case the declaration of a dividend shall be within the discretion of the Board of Directors.

(C) Voting Rights. Except as otherwise required by law or as set forth herein, the shares of Series A Preferred Stock shall be non-voting and their consent shall not be required for taking any corporate action.

(D) Reacquired Shares. Any shares of Series A Preferred Stock purchased or otherwise acquired by this Corporation in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their retirement become authorized but unissued shares of Preferred Stock and may be reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors, subject to any conditions and restrictions on issuance set forth herein.

(E) Liquidation, Dissolution or Winding Up. Upon any liquidation, dissolution or winding up of this Corporation, no distribution shall be made (A) to the holders of the Common Stock or of shares of any other stock of this Corporation ranking junior to the Series A Preferred Stock unless, prior thereto, the holders of shares of Series A Preferred Stock shall have received \$50 per share, plus an amount equal to any accrued and unpaid dividends and distributions thereon, or (B) to the

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holders of shares of stock ranking on a parity upon liquidation, dissolution or winding up with the Series A Preferred Stock, except distributions made ratably on the Series A Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up. In the event, however, that there are not sufficient assets available to permit payment in full of the Series A liquidation preference and the liquidation preferences of all other classes and series of stock of this Corporation, if any, that rank on a parity with the Series A Preferred Stock in respect thereof, then the assets available for such distribution shall be distributed ratably to the holders of the Series A Preferred Stock and the holders of such parity shares in the proportion to their respective liquidation preferences.

(G) Conversion.

(1) Optional Holders of the Series A Preferred Stock shall have no rights to convert the Series A Preferred Stock at their option.

(2) Mandatory. Contemporaneously with the consummation of a (A) Qualified Public Offering (as defined below), (B) a Qualifying Sale (as defined below) or (C) upon the unanimous consent of the holders of this Corporation's Common Stock (each a "Mandatory Conversion Event"), each share of Series A Preferred Stock then outstanding shall be converted into that number of shares of Common Stock that is equal to the quotient of \$50.00 divided by the Fair Market Value (as defined below) of the Common Stock on date of the Mandatory Conversion Event. If the event triggering such Qualifying Sale is a merger, share exchange, recapitalization, reorganization, or the sale of substantially all the assets of the Corporation, each share of Common Stock shall then be converted into the number of shares of stock or other securities or cash or other property receivable upon such merger, share exchange, recapitalization, reorganization, or sale, as the case may be, by a holder of the number of shares of Common Stock into which such shares of Series A Preferred Stock shall have then been converted.

(3) Qualifying Sale Defined. A "Qualifying Sale" shall be deemed to occur when the holders of a majority of the Common Stock of this Corporation (the "Majority Shareholders") have agreed to sell their shares of the outstanding voting stock of the Corporation to a third party purchaser in one or a related group of transactions or vote for a merger, share, exchange, recapitalization, reorganization, or the sale of substantially all the assets of the Corporation, in a transaction after the consummation of which the Majority Shareholders, after completion of the transactions contemplated hereby, own or control, directly or indirectly, less than 50.1% of the outstanding voting stock of the entity surviving or purchasing the assets, as the case may be.

(4) Qualified Public Offering Defined. As used herein, the term "Qualified Public Offering" shall mean the first fully underwritten, firm commitment public offering, by way of an effective registration statement under the Securities Act of 1933 (or successor legislation), of shares of Common Stock, pursuant to which the aggregate price paid by the public for the purchase of all shares of Common Stock sold by the Corporation and any selling shareholders subject thereto shall be at least \$15,000,000.

(5) Fair Market Value Defined. As used herein, the Fair Market Value of the Corporation's Common Stock shall be equal to the initial public offering price of the Common Stock in a Qualified Public Offering or the price as determined by the Board of Directors in connection with a Qualifying Sale or at the time of the unanimous consent of the holders of the Common Stock.

(5) Procedure. The Corporation shall give notice of the date of the consummation of such Mandatory Conversion Event to each holder of record of Series A Preferred Stock, no later than 14 business days before the Mandatory Conversion Event, by certified mail, return receipt requested, addressed to such holder at its post office address as shown on the records of the Corporation, specifying that the shares will be converted and calling upon such holder to surrender to the Corporation each certificate representing its shares of Series A Preferred Stock, duly endorsed or accompanied by proper instruments of transfer.

Within 7 business days before the Mandatory Conversion Event, each holder of shares of Series A Preferred Stock shall present and surrender his share certificate(s) to the Corporation, at its principal executive office, and within 30 days after such presentation shall be issued new certificates representing the shares of Common Stock issuable upon such conversion or the number of shares of stock or other securities or cash or other property receivable upon a merger, share exchange, recapitalization, reorganization, or the sale of substantially all the assets of the Corporation, as the case may be, by a holder of the number of shares of Common Stock into which such share of Series A Preferred Stock shall have been converted immediately prior to such merger, share exchange, recapitalization, reorganization, or sale. Upon the Mandatory Conversion Event, each holder of Series A Preferred Stock shall be deemed to have become the holder of the Common Stock to be issued on conversion and not of the Series A Preferred Stock being converted (or the number of shares of stock or other securities or cash or other property receivable upon a capital reorganization, reclassification of capital stock, consolidation, merger, sale or conveyance, as the case may be), and all rights of such holder shall cease with respect to such Series A Preferred Stock except for rights in connection therewith which have become matured obligations to such holder prior to such conversion and the right to receive the certificates representing the shares of Common Stock to be issued upon such conversion (or the number of shares of stock or other securities or

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cash or other property receivable upon a capital reorganization, reclassification of capital stock, consolidation, merger, sale or conveyance, as the case may be).

(h) No Redemption. The shares of Series A Preferred Stock shall not be redeemable from any holder.

(i) Rank. The Series A Preferred Stock shall rank, with respect to the payment of dividends and the distribution of assets upon liquidation, dissolution or winding up of this Corporation, senior to all other series of Preferred Stock and senior to the Common Stock.

(j) Amendment. If any proposed amendment to the Articles of Incorporation (including as amended by these Articles of Amendment) would alter, change or repeal any of the preferences, powers or special rights given to the Series A Preferred Stock, then the holders of the Series A Preferred Stock shall be entitled to vote separately as a class upon such amendment, and the affirmative vote of two-thirds of the outstanding shares of the Series A Preferred Stock, voting separately as a class, shall be necessary for the adoption thereof, in addition to such other vote as may be required by the laws of the State of Florida.

(k) Fractional Shares. Series A Preferred Stock may be issued in fractions of a share that shall entitle the holder, in proportion to such holder's fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series A Preferred Stock.

2. No Preemptive Rights.

(a) Preferred Stock. Unless otherwise specifically provided in the terms of the Preferred Stock, the holders of any class of Preferred Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Preferred Stock (of the same class or otherwise) or Common Stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

(b) Common Stock. The holders of Common Stock of this Corporation shall have no preemptive right to subscribe for and purchase their proportionate share of any additional Preferred Stock or Common Stock issued by this Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

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3. Payment for Stock. The consideration for the issuance of shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this Corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this Corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

4. Treasury Stock. The Board of Directors of this Corporation shall have the authority to acquire by purchase and hold from time to time any shares of its issued and outstanding capital stock for such consideration and upon such terms and conditions as the Board of Directors in its discretion shall deem proper and reasonable in the interest of this Corporation.

ARTICLE V

Existence of Corporation

This Corporation shall have perpetual existence unless dissolved by law.

ARTICLE VI

Directors

The Board of Directors of this Corporation shall consist of not less than three (3) nor more than nine (9) members, the exact numbers of directors to be fixed from time to time as provided in the bylaws of this Corporation. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VII

Registered Office and Registered Agent

The registered office of this Corporation shall be located at 1808 W. Bearass Ave., Tampa, FL 33613 and the registered agent of this Corporation at such office shall be Stuart A. Suddath. This

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Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII

Bylaws

1. **Adoption, Amendment, Etc.** The power to adopt the bylaws of this Corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this Corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

2. **Scope.** The bylaws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE IX

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, THIS CORPORATION has caused these Amended and Restated Articles of Incorporation to be executed and acknowledged by its President and Secretary this 15th day of September, 2000.

ATTEST:

MOVEX LOAD CONSOLIDATORS, INC.

(CORPORATE SEAL)

Stuart A. Suddath
Stuart A. Suddath, Secretary

By: Stuart A. Suddath

Stuart A. Suddath, President

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