

V06517

Sunstate Research

Requestor's Name

Address

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Freight Solutions, Inc
(Corporation Name) (Document #)
2. Amend
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
98 MAY 18 PM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-05/08/98--01037--016
*****87.50 *****87.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*00789, 00705,
00672

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 8, 1998

Sunstate Research Associates
143 W. Whetherbine Way
Tallahassee, FL 32301

SUBJECT: FREIGHT SOLUTIONS, INC.
Ref. Number: V06517

*Annette -
OK
to file
Thank
you*

We have received your document for FREIGHT SOLUTIONS, 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):

Your document is being returned as requested.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 498A00025618

98 MAY 18 AM 9:34
DIVISION OF CORPORATION

Certificate of Amendment

Relating to

the Restated Articles of Incorporation of Freight Solutions Inc.

FILED
98 MAY 18 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

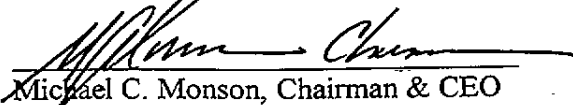
The undersigned, being a duly authorized officer of FREIGHT SOLUTIONS, INC., a Florida corporation, hereby certifies as follows:

FIRST: On April 26, 1998, the Corporation's Board of Directors adopted a resolution to amend Article IV of the Corporation's Restated Articles of Incorporation (the full and complete text of which appears in Article II of the attached First Articles of Amendment), and submitted the same to the Corporation's Shareholders with the recommendation for approval and adoption, wherein the resolution proposed that each of issued and outstanding shares of the Corporation's Common Stock, \$.01 par value per share, would be divided and increased in accordance with the table appearing below. On April 27, 1998, the Corporation's Shareholders unanimously approved and adopted such amendment, the votes cast by the Shareholders in favor of approving and adopting such amendment being sufficient to approve and adopt such amendment. The class of series and number of shares subject to the division and the number of shares into which the shares are to be divided are as follows:

<u>Class of stock</u>	<u>Pre-split Number of shares</u>	<u>Post-split Number of shares</u>
Common	1034.48	8,500,000

SECOND: On April 26, 1998, the Corporation's Board of Directors also adopted a resolution to further amend Article IV of the Corporation's Restated Articles of Incorporation (the full and complete text of which appears in Article III of the attached First Articles of Amendment). Such amendment contained in Article III was adopted solely by the Corporation's Board of Directors without any action by the Corporation's Shareholders, as no such shareholder action was required in that regard.

Dated: 4/30/98, 1998.


Michael C. Monson, Chairman & CEO

First Articles of Amendment

to the Restated Articles of Incorporation of Freight Solutions, Inc.

Article I: Name

The name of the Corporation is Freight Solutions, Inc. (the "Corporation"), a corporation duly organized and existing under the laws of the State of Florida.

Article II: First Amendment

(a) In accordance with the provisions of Sections 607.1003 of the Florida Business Corporation Act, on April 26, 1998, the Board of Directors of the Corporation held a special meeting pursuant to Section 607.0820, F.S., adopting a resolution that provided for the amendment of the Corporation's Articles of Incorporation in the manner provided herein Section (b) of this Article II and submitted the same to the Corporation's Shareholders with the Board's recommendation for Shareholder approval and adoption of the same. In accordance with Section 607.1003, F.S., all of the holders of all of the shares of the Corporation's Common Stock, \$.01 par value per share (the only class of capital stock entitled to vote), pursuant to a written consent, dated April 27, 1998, in lieu of holding a special meeting relating to the same in accordance with Section 607.0704, F.S., unanimously approved the amendment.

(b) The Corporation hereby amends Article IV of its Restated Articles of Incorporation by adding new subsection (a)(1) to read as follows:

"(a)(1) On the effective date of this Amendment, each share of the Corporation's Common Stock, \$.01 par value per share, issued and outstanding at such effective date shall be divided and reclassified into 8,216.7024 shares of the Corporation's Common Stock, \$.01 par value per share. All such shares will be rounded to nearest whole share and the Corporation shall neither issue any fractional shares nor pay cash for any fractional shares. Each holder of record of one or more certificates representing pre-divided shares of Common Stock, \$.01 par value per share, shall be entitled to receive one or more certificates representing the proportionate number of shares of the divided Common Stock, \$.01 par value per share, upon the surrender to the Corporation at its headquarters located at 2700 S. Kanner Hwy., Stuart, Florida, of such old certificate(s) for cancellation."

(c) Such written consent by the Corporation's Shareholders was sufficient for approval of

all of the matters contained in the amendment contained in this Article II.

Article III: Second Amendment

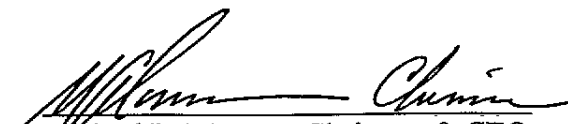
(a) In accordance with the provisions of Sections 607.1003 of the Florida Business Corporation Act, on April 26, 1998, the Board of Directors of the Corporation held a special meeting pursuant to Section 607.0820, F.S., and acting under the authority contained in Article IV of the Corporation's Restated Articles of Incorporation, adopted a resolution providing for the amendment of the Corporation's Articles of Incorporation in the manner provided below in Section (b) of this Article III.

(b) The Corporation hereby amends Article IV of its Restated Articles of Incorporation by adding new subsection (b)(1) to read as follows:

"(b)(1) On the effective date of this Amendment, the forty thousand (40,000) unissued shares of the Corporation's Series A, 7% Cumulative Convertible Preferred Stock previously designated for issuance by the Corporation's Board of Director pursuant to those certain *Articles of Amendment: Statement of Designation of Series A, 7% Cumulative Convertible Preferred Stock of Freight Solutions*, which became effective on January 30, 1996, upon the filing the same along with that certain *Certificate of Amendment* relating to the same, is rescinded in its entirety. Any and all such shares previously designated as Series A, 7% Cumulative Convertible Preferred Stock shall be returned to the Corporation's pool of authorized but unissued Preferred Stock, to be re-designated and issued as Preferred Stock if, as, and when the Board of Director may determine in the future in its discretion."

(c) The amendment contained in this Article III was adopted solely by the Corporation's Board of Directors without any action by the Corporation's Shareholders, as no such shareholder action was required in that regard.

Dated: 4/30/98, 1998.


Michael L. Monson, Chairman & CEO

First Amendment to the
Restated Articles of Incorporation of
Freight Solutions, Inc.