



## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

## BUSINESS CORPORATION

## ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is H&B Forwarding, Inc.  
~~(The undersigned hereby certifies that the foregoing is a true and correct copy of the original articles of incorporation as filed with the Secretary of State for the State of Rhode Island and Providence Plantations.)~~
2. The period of its duration is (if perpetual, so state) Perpetual
3. The specific purpose or purposes for which the corporation is organized are:  
To provide international freight forwarding services, to deal in and with all  
things necessary or incidental to the foregoing and to engage in any and all  
lawful business activities for which corporations may be formed under  
Chapter 7-1.1 of the General Laws of Rhode Island (1956) as amended.
4. The aggregate number of shares which the corporation shall have authority to issue is:  

(a) If only one class: Total number of shares 8,000 (If the authorized shares are to consist of one class only state the par value of such shares or a statement that all of such shares are to be without par value )  
\$0.01 par value

or

(b) If more than one class: Total number of shares \_\_\_\_\_ (State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of Chapter 7-1.1 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles )
5. Provisions (if any) dealing with the preemptive right of shareholders pursuant to § 7-1.1-24 of the General Laws, 1956, as amended:  
The shareholders shall have no pre-emptive rights.

FILED

NOV 4 1998

By [Signature]

212123

6. Provisions (if any) for the regulation of the internal affairs of the corporation

See Exhibit A attached hereto

7. The address of the initial registered office of the corporation is 99 James P. Murphy Highway

(Street)

West Warwick

RI

02893

(City/Town)

(Zip Code)

and the name of its initial registered agent at such address is

Roger Beauchesne

8. The number of directors constituting the initial board of directors of the corporation is One (1) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are: (If this is a close corporation pursuant to Section 7-1.1-51 of the General Laws, 1956, as amended, and there shall be no board of directors, state the titles of the initial officers of the corporation and the names and addresses of the persons who are to serve as officers until the first annual meeting of shareholders or until their successors be elected and qualify.)

Title

Name

Address

Bonnie Arpin

360 Claypool Dr., Warwick, RI 02886

9. The name and address of each incorporator is:

Name

Address

Bonnie Arpin

360 Claypool Dr., Warwick, RI 02886

10. Date when corporate existence to begin: Upon filing of Articles of Incorporation

(not more than 30 days after filing of these articles of incorporation)

Dated October 30, 1998

Bonnie Arpin

Signature of each Incorporator

STATE OF RHODE ISLAND  
COUNTY OF Kent

In West Warwick, on this 30 day of October, 1998, personally appeared before me Bonnie Arpin

known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Michael F. Kilborn

Notary Public

My Commission Expires: 11/20/99

**EXHIBIT A  
TO  
ARTICLES OF INCORPORATION**

Article 6      Provisions (if any) for the regulation of the internal affairs of the corporation:

(a) Action by the shareholders pursuant to Rhode Island General Laws, Section 7-1.1-30.3(b) is hereby authorized.

(b) No director of the corporation shall be personally liable to the corporation or its stockholders for monetary damages for breach of the director's duty as a director; provided that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) imposed pursuant to the provisions of Rhode Island General Laws Section 7-1.1-43; or (iv) for any transaction from which the director derived an improper personal benefit (unless said transaction is permitted by Rhode Island General Laws Section 7-1.1-37.1)."