

FILED/EFFECTIVE

ARTICLES OF INCORPORATION

2002 JUL 22 PM 2: 24

SECRETARY OF STATE
STATE OF IDAHO

of

ALLWEST LOGISTICS, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, citizens of the United States of America, over the age of 21 years, have this day submitted these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Idaho, and certify in writing:

I.

That the name of the Corporation shall be Allwest Logistics, Incorporated.

II.

That the purposes for which this corporation is formed are to engage in the business of transportation brokerage and any and all other legal forms of business. The corporation shall have the authority and power to sell or purchase its own stock, or sell and purchase the corporate stock of any corporation; to take, own and hold mortgage or other liens, to own real estate and to dispose of the same in any manner that may be necessary for the benefit of said corporation; to enter into, make and perform contracts of every kind, with any person, firm, association or corporation municipality, State, Federal or Foreign Governments, endorse discount, execute and issue promissory notes, drafts, bills of exchange, warrants and other negotiable or transferable instruments, and to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Idaho, and to do all things necessary and convenient in carrying out the purpose for which this corporation is organized, and especially to exercise all of the powers and rights granted to general business corporations under the laws of the State of Idaho pertaining thereto at the date of the issuance of a certificate of incorporation to this incorporator or hereafter amended.

III.

That the term for which said corporation is to exist is perpetual.

IV.

That the principal place of business of said corporation is 2469 Fairview Road, City of American Falls, County of Power, State of Idaho.

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V.

The registered agent of the Corporation shall be Pilar Friesen and the initial registered office shall be located at 2469 Fairview Road, City of American Falls, County of Power, State of Idaho.

VI.

That the number of Directors of said corporation shall be not less than two, nor more than seven. The initial members of the Board of Directors shall be:

1) Pilar Friesen
2469 Fairview Road
American Falls, Idaho 83211

2) Jared Friesen
2469 Fairview Road
American Falls, Idaho 83211

3) Jesse Cardona
4437 E Chippewa Lane
Idaho Falls Idaho 83406

4) Nicole Cardona
4437 E Chippewa Lane
Idaho Falls ID 83406

The Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except as follows:

- a) For any breach of the Directors duty of loyalty to the Corporation or its stockholders.
- b) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law.
- c) Acts provided for under Idaho Code 30-1-801 et.seq.
- d) For any transaction from which the Director derived an improper personal benefit.

VII.

That the President, and Secretary/Treasurer of the corporation shall be employed to execute in behalf of the corporation all necessary applications for such permits as may be required under Federal, State or Local Laws.

VIII.

That the amount of the total authorized capital stock is 1,000.00; of said stock the entire authorization shall be common stock of the par value of \$1.00 per share. (1,000 shares) No preemptive rights shall be denied to shareholders.

IX.

That the amount of capital stock of said corporation which has been actually subscribed is 1,000 shares of common stock. The following are the names of the subscribers, his or her address, and the number, in par value of shares subscribed for by him or her:

Pilar Friesen	200 Shares
2469 Fairview Road	
American Falls, Idaho 83211	

Jared Friesen	200 Shares
2469 Fairview Road	
American Falls, Idaho 83211	

Jesse Cardona	200 Shares
4437 E Chippewa Lane	
Idaho Falls Idaho 83406	

Nicole Cardona	200 Shares
4437 E Chippewa Lane	
Idaho Falls ID 83406	

Additional stock shall not be issued in the corporation without approval of two-thirds (2/3) vote of all issued and outstanding stock.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of May, 2002.

Signature page follows

Pilar Friesen
Pilar Friesen
Incorporator

Jared Friesen
Jared Friesen
Incorporator

Jesse Cardona
Jesse Cardona
Incorporator

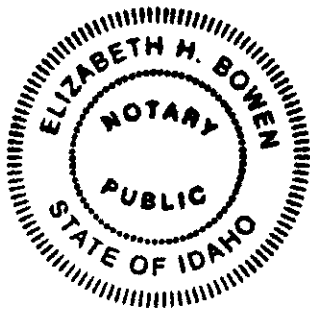
Nicole Cardona
Nicole Cardona
Incorporator

STATE OF IDAHO)
 :SS
County of Bannock)

On this 18 day of July, 2002, before me, the undersigned Notary Public in and for said County and State, personally appeared Pilar Friesen, Jared Friesen, Jesse Cardona, and Nicole Cardona, known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

SEAL



Elizabeth H. Bowen
NOTARY PUBLIC FOR IDAHO
Residing at: Boise
Commission expires: 5-15-06