

Department of State.

**CERTIFICATE OF AUTHORITY
OF**

MOVERS WORLD, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **MOVERS WORLD, INC.**

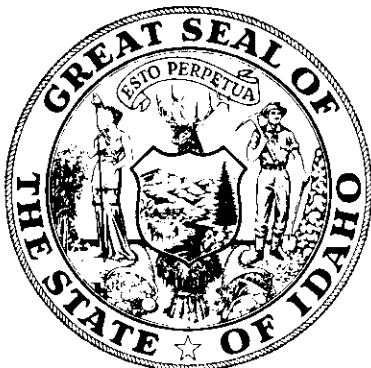
_____ for a Certificate of Authority to transact business in this State,
duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have
been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MOVERS WORLD, INC.

to transact business in this State under the name MOVERS WORLD, INC.

_____ and attach hereto a duplicate original of the Application
for such Certificate.

Dated **February 7, 1984**



Robt. C. Cavanaugh

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, **Idaho Code**, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Movers World, Inc.
2. *The name which it shall use in Idaho is Movers World, Inc.
3. It is incorporated under the laws of New York
4. The date of its incorporation is May 17, 1977 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 230 W. 230th Street, Bronx, N.Y. 10463
6. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C. T. Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
Interstate carrier of household goods.
8. The names and respective addresses of its directors and officers are:

Name	Office	Address
<u>William H. Kerr</u>	<u>President & Dir.</u>	<u>2721 N. Central Ave. Phoenix, Az. 85004</u>
<u>Rodney Hagler</u>	<u>Vice-President</u>	<u>" "</u>
<u>Frances Kerr</u>	<u>Sec./Treas. & Dir.</u>	<u>" "</u>
<u>John A. Lorentz</u>	<u>Director</u>	<u>" "</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>200</u>	<u>Common</u>	<u>None</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
200	Common	None

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated 2/1, 19 84.

MOVERS WORLD, INC.

By William H. Kerr
William H. Kerr, President
Its _____ President

and Frances Kerr
Frances Kerr, Secretary
Its _____ Secretary

STATE OF ARIZONA)
)ss:
COUNTY OF MARICOPA)

I, NANCY JO BEILEY, a notary public, do hereby certify that on
this 1st day of February, 19 84, personally appeared before
me William H. Kerr, who being by me first duly sworn, declared that he
is the President of Movers World, Inc.

that he signed the foregoing document as President of the corporation and that the
statements therein contained are true.

Nancy Jo Bailey
Notary Public
My Commission Expires May 22, 1987


*Pursuant to section 30-1-108(b)(1), **Idaho Code**, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

State of New York }
Department of State } SS.:

3992

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on JAN 1 1931.



Secretary of State

CERTIFICATE OF INCORPORATION

OF

SHAPIRO MOVING & STORAGE, INC.

INFO. P9.

under Section 402 of the Business Corporation Law.

IT IS HEREBY CERTIFIED THAT:

1. The name of the proposed corporation is: SHAPIRO MOVING & STORAGE, INC.

2. The purpose or purposes for which this corporation is formed are as follows, to wit:

To carry on a general trucking, carriage, transportation, transfer, contracting, express and storage business, and to furnish and supply facilities for and to engage in the business of trucking, carriage, transportation, transfer, contracting, express and storage of goods, wares and merchandise and personal property of every nature and description, and to purchase, sell, own, lease, use and operate any trucks, tractors, trailers, equipment, parts and supplies necessary or incidental to the trucking, carriage, transportation, transfer, contracting, express and storage business;

To apply for, purchase, or in any manner acquire; to hold, own, use and operate; to sell, lease, or in any manner deal with or dispose of any license, certificate, permit or franchise of any manner, kind or nature of any governmental agency;

To purchase, lease or otherwise acquire, and to hold, own, sell or dispose of real and personal property of all kinds, and in particular, lands, buildings, business concerns and undertakings, shares of stock, mortgages, bonds, debentures and other securities, merchandise, book debts and claims, trade marks, trade names, and any interest in real or personal property;

To borrow money for its own corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations, from time to time, for the purchase of property, or for any purpose in or about the business of the corporation, and, if deemed proper, to secure payment of such obligations by mortgages, pledge, deed of trust or otherwise;

To acquire and take over as a going concern, and thereafter, to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith, to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities, of any such business;

To sell, improve, manage, develop, lease, mortgage, dispose of, or otherwise turn to account or deal with all or any part of the property of the corporation;

To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of, any real and personal property at any such place or places;

A401129

To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic, under the Government of the United States, or with any state, territory or colony thereof, or with any foreign government, as far as, and to the extent that the same may be done and performed by corporations organized under the Business Corporation Law;

To do all and everything necessary, suitable, and/or proper to the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone, or in connection with other corporations, firms or individuals, and either as principals or as agents, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of or connected with the aforesaid objects, purposes or powers, or any of them.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, or the enjoyment or exercise thereof as conferred by the laws of the State of New York upon corporations organized under the provisions of the Business Corporation Law.

The corporation, in furtherance of its corporate purposes set forth above, shall have all of the powers enumerated in Section 202 of the Business Corporation Law, subject to any limitations provided in said Business Corporation Law, or any other statute of the State of New York.

3. The office of the corporation is to be located at: 9202 Skidmore Ave., Brooklyn, County of Kings, City and State of New York.

4. The aggregate number of shares which the corporation shall have the authority to issue is two hundred (200) shares, all of which are to be without par value.

5. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him is: 9202 Skidmore Avenue, Brooklyn, New York.

6. The corporation's initial accounting period for reporting the franchise tax on business corporations imposed under Article 9A of the Tax Law shall end: December 31, 1977.

The undersigned incorporator, or each of them if there are more than one, is of the age of twenty-one (21) years or over.

IN WITNESS WHEREOF, the certificate has been executed at
13th day of May, 1977.

Marie Caparella
MARIE CAPARELLA

MARIE CAPARELLA
9202 Skidmore Avenue
Brooklyn, New York

STATE OF NEW YORK)
COUNTY OF QUEENS) ss.:

On this 13th day of May, 1977, before me personally came
MARIE CAPARELLA, to me known and known to me to be the person
described in and who executed the foregoing Certificate of
Incorporation, and she thereupon duly acknowledged to me that
she executed the same.

Robert W. Papp
ROBERT W. PAPP
NOTARY PUBLIC, State of New York
No. 01574590
Qualified in New York County
Commission Expires March 16, 1978

SHARPO MOVING & STORAGE, INC

11/15/77

CERTIFICATE OF INCORPORATION

INFO. *pg*

PIKEN & MESSING PIKEN
COUNSELLORS AT LAW
ONE LEFRANK CITY PLAZA
FLUSHING, N. Y. 11368
(212) 892-8700

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12-10

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX \$ *10*
FILING FEE \$ *50*

FILED MAY 17 1977

Handwritten

By

10 24/8 up

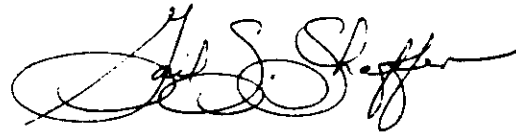
State of New York }
Department of State } ss.:

4025

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

J. 7 1934,



Secretary of State

Certificate of Amendment of the Certificate of Incorporation of

SHAPIRO MOVING & STORAGE, INC.
under Section 805 of the Business Corporation Law

INFO 98
60751

IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is SHAPIRO MOVING & STORAGE, INC.

(2) The certificate of incorporation was filed by the department of state on the 17th day of May 1977.

(3) The certificate of incorporation of this corporation is hereby amended to effect the following change:

- AC 5025A
15025A
- a. To change the name of the corporation from Shapiro Moving & Storage, Inc. to Goodwill Moving & Storage, Inc.
 - b. To change the location of the corporation office to 4221 Avenue P, Borough of Brooklyn, County of Kings, City and State of New York.
 - c. To change the post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him to 4221 Avenue P, Brooklyn, N. Y. 11238.

ARTICLE IV (4) The amendment to the certificate of incorporation was authorized:

~~at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote~~

1501 01 030 ~~by unanimous written consent of the holders of all the outstanding shares entitled to vote~~

~~at the meeting of shareholders by vote of~~
~~a majority of all the outstanding shares entitled to vote thereon as required by the certificate of incor-~~
~~poration.~~

~~by the sole shareholder for the reason that no directors or officers have been elected~~
~~by the sole shareholder for the reason that no directors or officers have been~~
~~by the sole incorporator for the reason that no shares have been issued, no directors or officers elected~~
~~have been elected, and there are no subscribers for shares whose subscriptions have been~~
~~accepted.~~

IN WITNESS WHEREOF, this certificate has been subscribed this 12th day of December 1977 by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

Type name	Capacity in which signed	Signature
Marie L. Caparella	Sole Shareholder	Marie L. Caparella

Certificate of Amendment of the Certificate of Incorporation of
SHAPIRO MOVING & STORAGE, INC.

under Section 905 of the Business Corporation Law

Filed By: PIKEN & PIKEN, ESQS.
By Arthur J. Piken, Attorney

Address: Suite 1515
One Lefrak City Plaza
Flushing, N. Y. 11368

5/17/77
16avg w
1240 1129-4
5/5 9202 Skidmore ave
Skidmore
New name 34
12/16/77 1230 34

INFO. 9P 60751

STATE OF NEW YORK
DEPARTMENT OF STATE
TAX 1 none
FILING FEE 2 30

DEC 19 1977

Handwritten: 7, -3, 12/16/77, 1230 34, 12/16/77, 1230 34, 12/16/77, 1230 34

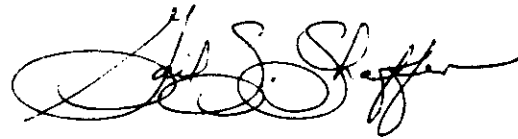
State of New York }
Department of State } ss. 7

4056

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JAN 19 1984



Secretary of State

Certificate of Amendment of the Certificate of Incorporation of

GOODWILL MOVING & STORAGE, INC.
under Section 805 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

- (1) The name of the corporation is GOODWILL MOVING & STORAGE, INC.

*The Corporation was originally filed under the name
Shapiro Moving & Storage, Inc.*

- (2) The certificate of incorporation was filed by the department of state on the 17th day
of May, 1977.

- (3) The certificate of incorporation of this corporation is hereby amended to effect the following change:
The name of the corporation shall be changed to "FAMILY MOVERS, INC."

4740320

(4) The amendment to the certificate of incorporation was authorized:

* at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote thereon.

* by unanimous written consent of the holders of all the outstanding shares entitled to vote thereon.

* at a meeting of shareholders by vote of
of all the outstanding shares entitled to vote thereon as required by the certificate of incorporation.

* by the sole incorporator for the reason that no shares have been issued, no directors or officers have been elected, and there are no subscribers for shares whose subscriptions have been accepted.

IN WITNESS WHEREOF, this certificate has been subscribed this 10 day of Feb. 1981
by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

Type name

MARIE CAPARELLA

Capacity in which signed

SECRETARY-TREASURER
and sole stockholder

Signature

Marie Caparella

3
Certificate of Amendment of the Certificate of Incorporation of

GOODWILL MOVING & STORAGE, INC.

under Section 805 of the Business Corporation Law

Filed By:

PIKEN & PIKEN, P.C.

Address:

95-25 Queens Boulevard
Rego Park, NY 11374
375-1000

STATE OF NEW YORK
DEPARTMENT OF STATE

FEB 19 1981

AMT OF CHECK \$ 37

FILING FEE \$ 30

TAX \$

COPY \$

CERT \$

RECORD \$

NY: *AK*

Kings

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Shapiro Moving & Storage, Inc.

5/17/77

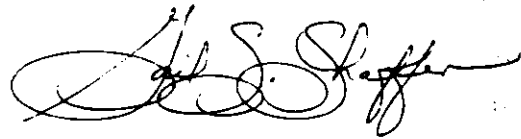
State of New York }
Department of State } ss. :

4130

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

Witness my hand and seal of the Department of State on

JAN 19 1987



Secretary of State

Certificate of Amendment of the Certificate of Incorporation of

under Section 805 of the Business Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is

FAMILY MOVERS, INC.

(formerly - Shapiro Moving & Storage, Inc.)

(2) The certificate of incorporation was filed by the department of state on the 17th day of May 19 77.

(3) The certificate of incorporation of this corporation is hereby amended to effect the following change:

1. The name of the corporation shall be changed to
MOVERS WORLD, INC.

Change the post office address to which the Secretary of State shall mail a copy of process in any action or proceeding against the corporation which may be served on him from 9202/Skidmore Avenue, Brooklyn, NY to %John A. Lorentz, 2727 N. Central Avenue, Phoenix, AZ 85004.

Change the location of the corporations' office in New York from 9202 Skidmore Avenue, Brooklyn, NY to 230 W. 230th Street, Borough of Manhattan, County of New York, New York.

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(4) The amendment to the certificate of incorporation was authorized:

- * ~~at a meeting of shareholders by vote of a majority of all the outstanding shares entitled to vote thereon.~~
- * ~~by unanimous written consent of the holders of all the outstanding shares entitled to vote thereon.~~
- * ~~at a meeting of shareholders by vote of~~
~~of all the outstanding shares entitled to vote thereon as required by the certificate of incorporation~~
- * ~~by the sole shareholder for the reason that no directors or officers have been elected.~~
- * ~~by the sole incorporator for the reason that no shares have been issued, no directors or officers have been elected, and there are no subscribers for shares whose subscriptions have been accepted.~~

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IN WITNESS WHEREOF, this certificate has been subscribed this 30th day of April, 1982
by the undersigned who affirm(s) that the statements made herein are true under the penalties of perjury.

Type name	Capacity in which signed
William H. Kerr	President
Frances Kerr	Secretary

Signature
William H. Kerr
Frances Kerr

Certificate of Amendment of the Certificate of Incorporation of

FAMILY MOVERS, INC.

under Section 805 of the Business Corporation Law

Filed By:

John A. Lorentz

Address:

727 N. Central Avenue
Phoenix, Arizona 85004

**STATE OF NEW YORK
DEPARTMENT OF STATE**

FILED MAY 24 1982

AMT. OF CHECK \$ 60
FILING FEE \$ 60
TAX \$ _____
COUNTY FEE \$ _____
COPY \$ _____
CERT \$ _____
REFUND \$ _____
SPEC. HANDLE \$ _____

BY ML
King
New

022503

not a note
King
L-A 740320-3
Shapiro
5/17/77
A401159-4