

Before the Pennsylvania Public Utility Commission

APPLICATION
MOTOR COMMON OR CONTRACT CARRIER
HOUSEHOLD GOODS IN USE

RECEIVED
TRAFFIC SAFETY
BUREAU OF
2008 AUG 11 PM 3:45

1. Old City Movers, inc.
FULL NAME OF APPLICANT (Individual, Partnership or Corporation)

2. N/A
TRADE NAME IF ANY
The trade name, if fictitious, _____ been registered with the
(has or has not)
Secretary of the Commonwealth on _____. Attach a date
stamped copy of the registration form.

3. 1324 N. 4th St Philadelphia County, PA 19122
PHYSICAL ADDRESS (include County and Zip Code)

4. _____
MAILING ADDRESS IF DIFFERENT FROM PHYSICAL ADDRESS

5. 267-237-1866 (personal) or 267-205-5209 (business)
TELEPHONE NUMBER (REQUIRED)

6. _____
ATTORNEY'S NAME AND TELEPHONE NUMBER FOR THIS FILING
(Do not supply an Attorney's name if you want all correspondence and notice of
process mailed directly to you.)

ATTORNEY'S ADDRESS

7. APPLICANT does not HAVE A US DOT NUMBER
(does or does not)
AT the FMCSA

RECEIVED
2008 AUG -8 AM 9:17
PA PUC
SECRETARY'S BUREAU

8. APPLICANT does not HAVE A SATISFACTORY SAFETY RATING
(does or does not)
ISSUED WITHIN THE LAST TWENTY- FOUR MONTHS BY THE US DOT,
PA PUC OR OTHER STATE REGULATORY AGENCY. (ATTACH COPY)

9. DESCRIBE THE SERVICE TO PROVIDED WITHIN PENNSYLVANIA --
COMMON CARRIER OR CONTRACT CARRIER IN THE FOLLOWING
AREA:

We intend to service clients
throughout the entirety of the
following counties:

Philadelphia County
Berks County
Montgomery County
Chester County
Delaware County

(Attach a separate sheet if space provided in not sufficient.)

10. CHECK ONE THAT APPLIES TO THIS APPLICATION:

INDIVIDUAL

PARTNERSHIP. ATTACH A COPY OF A PARTNERSHIP
AGREEMENT AND LIST THE NAMES AND ADDRESSES OF ALL
PARTNERS BELOW:

(Attach a separate sheet if space provided in not sufficient.)

- CORPORATION. ORGANIZED UNDER THE LAWS OF THE STATE OF Pennsylvania AND QUALIFIED TO DO BUSINESS IN PENNSYLVANIA BY REGISTERING WITH THE SECRETARY OF THE COMMONWEALTH ON 1/17/2007
ATTACH A DATE-STAMPED COPY OF THE APPLICATION FOR CERTIFICATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY. INCLUDE A LIST OF CORPORATE OFFICERS WITH TITLES, NAMES OF SHAREHOLDERS AND NUMBER OF SHARES HELD, AND ADDRESSES.

11. ATTACHMENT CHECKLIST:

FOR CORPORATIONS ONLY:

- DATE STAMPED COPY OF APPLICATION FOR CERTIFICATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY.
- LIST OF OFFICERS/TITLES AND DISTRIBUTION OF SHARES.

FOR PARTNERSHIPS ONLY:

- COPY OF PARTNERSHIP AGREEMENT.

FOR ALL APPLICANTS:

- FICTITIOUS TRADE NAME REGISTRATION (IF APPLICABLE)
- COPY OF CURRENT SAFETY RATING (IF AVAILABLE)
- CERTIFIED CHECK, MONEY ORDER OR ATTORNEY'S CHECK

12. CERTIFICATION:

APPLICANT CERTIFIES THAT IT IS NOT NOW ENGAGED IN ANY INTRASTATE TRANSPORTATION OF HOUSEHOLD GOODS IN USE FOR COMPENSATION BETWEEN POINTS IN PENNSYLVANIA AND WILL NOT ENGAGE IN SAID TRANSPORTATION UNLESS AND UNTIL AUTHORIZATION IS RECEIVED FROM THE PENNSYLVANIA PUBLIC UTILITY COMMISSION.

APPLICANT FURTHER CERTIFIES THAT IT UNDERSTANDS THE REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION, ESPECIALLY AS THEY RELATE TO SAFETY AND INSURANCE AND THAT IT MAY BE SUBJECT TO CIVIL PENALTIES, SUSPENSION OR CANCELLATION OF THE CERTIFICATE FOR FAILURE TO COMPLY WITH COMMISSION REQUIREMENTS.

I have enclosed all required documents along with others deemed additional to ensure all necessary information is provided. Also, to account for the discrepancy of previously named president of Old City Movers, Inc against current president, documentation of a buyout agreement between Mark L. Candidi, Jr and John P Ziemba, Jr is included. A change of business address, which is stated in application, will remain henceforth.

List of Officers:

President . . .	John P Ziemba, Jr
Secretary . . .	John P Ziemba, Jr
Treasurer . . .	John P Ziemba, Jr

Election by a Small Business Corporation
 (Under section 1362 of the Internal Revenue Code)

OMB No. 1545-0146

▶ See Parts II and III on back and the separate instructions.
 ▶ The corporation may either send or fax this form to the IRS. See page 2 of the instructions.

Notes: 1. Do not file Form 1120S, U.S. Income Tax Return for an S Corporation, for any tax year before the year the election takes effect.
 2. This election to be an S corporation can be accepted only if all the tests are met under **Who May Elect** on page 1 of the instructions; all shareholders have signed the consent statement; an officer has signed this form; and the exact name and address of the corporation and other required form information are provided.

Part I Election Information

Please Type or Print	Name (see instructions) Old City Movers Inc.	A Employer identification number 38-3751098
	Number, street, and room or suite no. (if a P.O. box, see instructions.) 340 Fairmount Ave.	B Date incorporated 01/17/2007
	City or town, state, and ZIP code Philadelphia, PA 19123	C State of incorporation Pennsylvania

D Check the applicable box(es) if the corporation, after applying for the EIN shown in A above, changed its name or address

E Election is to be effective for tax year beginning (month, day, year) ▶ **01 / 01 / 2007**

F Name and title of officer or legal representative who the IRS may call for more information
Mark L. Candidi Jr., President

G Telephone number of officer or legal representative
(267) 205-5209

H If this election takes effect for the first tax year the corporation exists, enter month, day, and year of the earliest of the following: (1) date the corporation first had shareholders, (2) date the corporation first had assets, or (3) date the corporation began doing business ▶ **01 / 17 / 2007**

I Selected tax year: Annual return will be filed for tax year ending (month and day) ▶ **December 31**
 If the tax year ends on any date other than December 31, except for a 52-53-week tax year ending with reference to the month of December, complete Part II on the back. If the date you enter is the ending date of a 52-53-week tax year, write "52-53-week year" to the right of the date.

J Name and address of each shareholder or former shareholder required to consent to the election. (See the instructions for column K)	K Shareholders' Consent Statement. Under penalties of perjury, we declare that we consent to the election of the above-named corporation to be an S corporation under section 1362(a) and that we have examined this consent statement, including accompanying schedules and statements, and to the best of our knowledge and belief, it is true, correct, and complete. We understand our consent is binding and may not be withdrawn after the corporation has made a valid election. (Sign and date below.)		L Stock owned or percentage of ownership (see instructions)		M Social security number or employer identification number (see instructions)	N Shareholder's tax year ends (month and day)
	Signature	Date	Number of shares or percentage of ownership	Date(s) acquired		
Mark L. Candidi Jr. 340 Fairmount Ave. Philadelphia, PA 19123	<i>Mark L. Candidi Jr.</i>	2/6/07	500	1/17/07	[REDACTED]	12/31
John P. Ziemba Jr. 1324 N. 4th St. Philadelphia, PA 19122	<i>John P. Ziemba Jr.</i>	2/6/07	500	1/17/07	[REDACTED]	12/31

Under penalties of perjury, I declare that I have examined this election, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of officer ▶ *Mark L. Candidi Jr.* Title ▶ **President** Date ▶ **2/6/07**

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

OMB No. 1545-0003

EIN **38-3751098**

▶ See separate instructions for each line. ▶ Keep a copy for your records.

Type or print clearly.

1	Legal name of entity (or individual) for whom the EIN is being requested Old City Movers Inc.	
2	Trade name of business (if different from name on line 1)	3 Executor, administrator, trustee, "care of" name
4a	Mailing address (room, apt., suite no. and street, or P.O. box) 340 Fairmount Ave.	5a Street address (if different) (Do not enter a P.O. box.)
4b	City, state, and ZIP code Philadelphia, PA 19123	5b City, state, and ZIP code
6	County and state where principal business is located Philadelphia County - PA	
7a	Name of principal officer, general partner, grantor, owner, or trustor Mark L. Candidi Jr.	7b SSN, ITIN, or EIN

8a Type of entity (check only one box)

<input type="checkbox"/> Sole proprietor (SSN)	<input type="checkbox"/> Estate (SSN of decedent)
<input type="checkbox"/> Partnership	<input type="checkbox"/> Plan administrator (SSN)
<input checked="" type="checkbox"/> Corporation (enter form number to be filed) ▶ 1120S	<input type="checkbox"/> Trust (SSN of grantor)
<input type="checkbox"/> Personal service corporation	<input type="checkbox"/> National Guard
<input type="checkbox"/> Church or church-controlled organization	<input type="checkbox"/> Farmers' cooperative
<input type="checkbox"/> Other nonprofit organization (specify) ▶	<input type="checkbox"/> REMIC
<input type="checkbox"/> Other (specify) ▶	<input type="checkbox"/> State/local government
	<input type="checkbox"/> Federal government/military
	<input type="checkbox"/> Indian tribal governments/enterprises
	Group Exemption Number (GEN) ▶

8b If a corporation, name the state or foreign country (if applicable) where incorporated

State Pennsylvania	Foreign country
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9 Reason for applying (check only one box)

<input checked="" type="checkbox"/> Started new business (specify type) ▶ Moving	<input type="checkbox"/> Banking purpose (specify purpose) ▶
<input type="checkbox"/> Hired employees (Check the box and see line 12.)	<input type="checkbox"/> Changed type of organization (specify new type) ▶
<input type="checkbox"/> Compliance with IRS withholding regulations	<input type="checkbox"/> Purchased going business
<input type="checkbox"/> Other (specify) ▶	<input type="checkbox"/> Created a trust (specify type) ▶
	<input type="checkbox"/> Created a pension plan (specify type) ▶

10 Date business started or acquired (month, day, year). See instructions. 01/17/2007	11 Closing month of accounting year December
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12 First date wages or annuities were paid (month, day, year). Note. If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (month, day, year) ▶ **N/A**

13 Highest number of employees expected in the next 12 months (enter -0- if none).

Do you expect to have \$1,000 or less in employment tax liability for the calendar year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No. (If you expect to pay \$4,000 or less in wages, you can mark yes.)	Agricultural 0	Household 0	Other 0
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14 Check one box that best describes the principal activity of your business.

<input type="checkbox"/> Construction	<input type="checkbox"/> Rental & leasing	<input type="checkbox"/> Transportation & warehousing	<input type="checkbox"/> Accommodation & food service	<input type="checkbox"/> Wholesale-agent/broker	<input type="checkbox"/> Wholesale-other	<input type="checkbox"/> Retail
<input type="checkbox"/> Real estate	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Finance & insurance	<input checked="" type="checkbox"/> Other (specify) Moving			

15 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided.
Moving

16a Has the applicant ever applied for an employer identification number for this or any other business? Yes No
 Note. If "Yes," please complete lines 16b and 16c.

16b If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above.
 Legal name ▶ Trade name ▶

16c Approximate date when, and city and state where, the application was filed. Enter previous employer identification number if known.

Approximate date when filed (mo., day, year)	City and state where filed	Previous EIN
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Third Party Designee Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.

Designee's name	Designee's telephone number (include area code)
Address and ZIP code	Designee's fax number (include area code)

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (type or print clearly) ▶ Mark L. Candidi Jr., President	Applicant's telephone number (include area code) (267) 205-5209
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Signature ▶ <i>Mark L. Candidi Jr.</i>	Date ▶ 2/6/07	Applicant's fax number (include area code) ()
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Notice Number: CP261

Date: March 26, 2007

011772.317541.0044.002 1 AT 0.300 532



Taxpayer Identification Number:

38-3751098

Tax Form:

Tax Period:

OLD CITY MOVERS INC
340 FAIRMOUNT AVE
PHILADELPHIA PA 19123-2931405

1772

Notice of Acceptance as an S Corporation

We have accepted your election to be treated as an S corporation beginning January 1, 2007. Your accounting period will end in December.

We would also like to take this opportunity to inform you of your tax obligations related to the payment of compensation to shareholder-employees of S corporations.

When a shareholder-employee of an S corporation provides services to the S corporation, reasonable compensation generally needs to be paid. This compensation is subject to employment taxes.

Tax practitioners and subchapter S shareholders need to be aware that Revenue Ruling 74-44 states that the Internal Revenue Service (IRS) will re-characterize small business corporation dividends paid to shareholders as salary when such dividends are paid to the shareholders in lieu of reasonable compensation for services.

The IRS may also re-characterize distributions other than dividend distributions as salary. This position has been supported in several recent court decisions.

If you have any questions about this notice or the action we have taken, please call us at the telephone number listed above. If you prefer, you may write to us at the address shown at the top of this notice. If you write to us, please provide your telephone number and the most convenient time for us to call so we can resolve your inquiry. Please return the bottom part of this notice to help us identify your case.

For tax forms, instructions and information visit www.irs.gov. (Access to this site will not provide you with your specific taxpayer account information.)

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Incorporation-For Profit

(15 Pa.C.S.)

- | | |
|---|--|
| <input checked="" type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703) |
| <input type="checkbox"/> Business-nonstock (§ 2102) | <input type="checkbox"/> Professional (§ 2903) |
| <input type="checkbox"/> Business-statutory close (§ 2303) | <input type="checkbox"/> Insurance (§ 3101) |
| <input type="checkbox"/> Cooperative (§ 7102) | |

Name MyNewCompany.com, Inc.		
Address 187 E. Warm Springs Road, Suite B		
City Las Vegas, NV	State NV	Zip Code 89119

Document will be returned to the name and address you enter to the left.

Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation", "incorporated", "limited" "company" or any abbreviation. "Professional corporation" or "P.C."*):

Old City Movers Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth (*post office box, alone, is not acceptable*) or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
1324 N. 4th St.,	Philadelphia,	PA	19122	Philadelphia County

(b) Name of Commercial Registered Office Provider _____ County _____

c/o: _____

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized: 1,000

Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION 3 Page(s)



2007 JAN 17 PM 12: 00

PA DEPT OF STATE

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name	Address
<u>Chris Mershon - 187 E. Warm Springs Road, Suite B, Las Vegas, NV 89119</u>	

6. The specified effective date, if any: _____
month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

~~8. *Statutory close corporation only*: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. 77a et seq.)~~

~~9. *Cooperative corporations only*: Complete and strike out inapplicable term:~~

~~The common bond of membership among its members/shareholders is: _____~~

IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this

10th day of January, 2007.



Signature

Signature

STOCK PURCHASE AGREEMENT

THIS AGREEMENT made and executed this 31 day of July, 2008, by and between John P. Ziembra, Jr., an individual residing at 13241 N. 4th St Phila PA 19122 (hereinafter referred to as "Purchaser") and Mark Candidi, an individual residing at 1111 Grant Ave Haddon Twp NJ 08107 (hereinafter referred to as "Seller").

WHEREAS, Old City Movers, Inc., ("the Company") has an authorized capitalization as of the date of this Agreement consisting of One Thousand (1,000) shares of common stock, all rights and ownership interest are vested solely and exclusively in said common stock; and

WHEREAS, Purchaser currently is the owner of Five Hundred shares of the Company's common stock and Seller is also the owner of Five Hundred shares of the Company's common stock and there are no other individuals or entities who have an ownership interest in the Company; and

WHEREAS, Purchaser wishes to purchase from Seller and Seller is willing to sell and issue to Purchaser, all shares of stock issued to him, for the purchase price and on the terms and conditions set forth in this Agreement;

NOW, THEREFORE, the parties, intending to be legally bound hereby, and in consideration of the mutual promises herein contained, hereby agree as follows:

1. Agreement to Purchase and Sell - Seller agrees to sell to Purchaser, John P. Ziembra, Jr., and Purchaser agrees to purchase from Seller, Mark Candidi, all shares of the Company common stock currently issued to Seller (the "Purchased Shares").

2. Purchase Price - The "Purchase Price" for the Purchased Shares shall be the sum of Sixty Thousand Dollars (\$60,000.00) payable to Seller in exchange for any and all right and interests whatsoever of Seller in the Purchased Shares and shall be paid as follows:

A. Twenty Five Thousand Dollars (\$25,000) in cash or cash equivalent on the Closing Date; and

B. The balance of Thirty Five Thousand Dollars (\$35,000), with interest at the rate of five percent (5%) per annum on the unpaid balance, in installment payments as set forth on Exhibit "A" attached hereto and incorporated herein by reference, all as reflected in the Promissory Note to be executed by Purchaser in favor of Seller on the Closing Date, a copy of which is attached to this Agreement as Exhibit "B".

3. Closing Date - The closing date for the transactions contemplated in this Agreement shall be August 1, 2008 (the "Closing Date").

4. **Binding Effect** - This Agreement shall be binding upon the successors and permitted assigns of the parties, and no modifications hereof shall be binding or enforceable unless in writing and signed by the parties.

5. **Securities Act Compliance** -

A. **Pennsylvania** - The parties hereby covenant, acknowledge and agree that the offer, sale and purchase of the shares pursuant to this Agreement is exempt from any notice, registration or other reporting requirements under the Pennsylvania Securities Act of 1972 (70 P.S. 1-203), pursuant to the small issuer exemption set forth at 64 Pa. Code 203.187.

B. **Federal** - The parties hereby covenant, acknowledge and agree that it is their intent and understanding that the offer, sale and issuance of the Purchased Shares be exempt from the registration requirements of the Securities Act of 1933, as either an intrastate offering pursuant to Section 3(a)(11), or a transaction not involving a public offering pursuant either to Section 4(2) of the Act or Regulation D of the Securities Exchange Commission.

C. **Other States** - The parties hereby covenant, acknowledge and agree that it is their intent and understanding that the offer, sale and issuance of the Purchased Shares be exempt from any registration requirements under the securities laws of any state having jurisdiction in this transaction.

D. **Documentation** - The parties hereby covenant and agree to cooperate with each other in preparing, executing and delivering such documentation as may be necessary in order to qualify for any of the exemptions referred to above, at Company's cost and expense.

6. **Controlling Law** - This Agreement shall be governed by, and construed and enforced in accordance with, the internal laws of the Commonwealth of Pennsylvania.

7. **Representations and Warranties of Seller** - Seller represents and warrants unto Purchaser that as of the date hereof he is, and on the Closing Date shall be, the owner of the number of shares of common stock of the Company set opposite his name in Section 1 hereof, and that he has good and marketable title thereto and the absolute right to sell, assign and transfer the same to Purchaser free and clear of all liens, pledges and encumbrances of any kind.

8. **Conditions Precedent Regarding the Sale/Purchase of the Purchased Stock**

A. The Company is a corporation duly organized and in good standing under the laws of Pennsylvania. The Company has the power to own its properties and assets and to carry on its business as now conducted and is duly qualified to do business and is in good standing in every jurisdiction in which the nature of its business makes proper qualification necessary.

B. Pursuant to its Articles of Incorporation, as amended, the Company is authorized to issue shares of common stock. The Company has no treasury stock. There are no other authorized or outstanding equity securities of the Company of any class, kind, or character, and there are no outstanding subscriptions, options, warrants or other agreements or commitments obligating the Company to issue any additional shares of its capital stock of any class, or any options or rights with respect thereto, or any securities convertible into any shares of stock of any class.

C. There are no actions, suits or proceedings at law or in equity or admiralty pending, threatened against, or affecting the Company, before or by any federal, state, municipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign.

D. The Company in all material respects has performed and abided by all obligations required to be performed by it to the date hereof and will continue to abide and perform to the Closing Date, and the Company is not in default to the extent that it will be materially affected adversely under any license, permit, order, authorization, grant, contract, agreement, lease or other document, order or regulation to which it is a party or by which it is bound. The Company has complied in all material respects with all applicable statutes and regulations of any governmental authority having jurisdiction over it or that are applicable to its business.

E. In the conduct of its business during the preceding three (3) years and as now operated, the Company has not infringed any United States or foreign patents of others. The Company owns or possesses adequate licenses or other rights to use all patents, trademarks, trade names and copyrights that are utilized in the conduct of the business it now operates and has not received any notice of conflict with asserted rights of others that remain in effect.

F. The Company has filed in correct form all income tax returns due with respect to the periods ending 2002, and prior thereto, and all franchise, real and personal property tax returns that are required to be filed, and has paid all taxes as shown on the said returns and all assessments received by it to the extent that such taxes and assessments have become due. The Federal Internal Revenue Service has not examined any income tax returns of the Company.

G. No loans or other obligations are payable to officers, directors, employees or stockholders of the Company, except salaries, wages and reimbursements of expenses incurred and accrued in the ordinary course of business.

H. The Company has not mortgaged, pledged or subjected to lien or any other encumbrance any of its assets, tangible or intangible.

I. The Company hereby acknowledges that it is the owner of all tools, equipment, inventory, supplies, customer lists, etc. of all tangible and intangible assets

CHERI L SLIDER 04-04
JOHN P ZIEMBA JR.
1324 N 4TH STREET
PHILADELPHIA PA 19122

304
3-180/360
388

DATE 7/31/08

PAY TO THE ORDER OF MARK CANDIDI \$ 25,000.00

Twenty-five thousand and 00/100 DOLLARS

Commerce Bank
America's Most Convenient Bank®
1-800-YES-2000

MEMO Buyout payment

J.P. Ziemba Jr.

⑆036001808⑆ 36 656544 3⑈ 0304

©2008 American

COMMERCE STONE CHECK

John P. Ziemba Jr. agrees to pay
Mark Candidi 25,000.00 payable Aug. 1, 2008

IRREVOCABLE STOCK POWER

For value received, I hereby sell, assign and transfer unto John P. Ziembra, Jr., all of the shares of Old City Movers, Inc., currently registered to me on the books of said corporation, being 500 shares, whether represented by a certificate or not, and I hereby irrevocably constitute and appoint John P. Ziembra, Jr., attorney to transfer the said stock on the books of said corporation with full power of substitution in the premises. This transfer is made in accordance with the provisions of the Stock Purchase Agreement executed on or about August 1, 2008.

Date: 7/31/08

Mark 2 Candidi
Mark Candidi

and that the same are owned free and clear of any and all liens and/or encumbrances of any nature whatsoever.

9. Mutual Release - The individual parties hereto and the Corporation hereby release and discharge the others from all claims, rights and duties arising out of their relationship in connection with the ownership and/or operation of Old City Movers, Inc. from the beginning of time to the present, except any claims arising directly from this Agreement.

IN WITNESS WHEREOF, the parties hereto do execute this Agreement the day and year first above written.

PURCHASER

John P. Ziemba, Jr.
John P. Ziemba, Jr.

SELLER

Mark Candidi
Mark Candidi

OLD CITY MOVERS, INC.

By: Mark Candidi, President

ATTEST:

By: John P. Ziemba, Jr., Secretary

**RESOLUTION OF THE BOARD OF DIRECTORS OF
OLD CITY MOVERS, INC.**

The following resolution was duly adopted by the Board of Directors of **OLD CITY MOVERS, INC.**, ("the Company") a quorum being present.

"WHEREAS, the Company currently has two (2) equal shareholders, John P. Zienba, Jr., and Mark Candidi, who are also the Vice President/Secretary and President of the Company; and


WHEREAS, John P. Ziembra, Jr., intends to purchase all of the shares of the Company currently held by Mark Candidi, and Mark Candidi intends to sell his shares to John P. Ziembra, Jr., all in accordance with a Stock Purchase Agreement to be executed between the parties; be it therefore

RESOLVED, that the President of the Company is hereby authorized and directed to execute said Agreement on behalf of the Company, together with any other documents related thereto, and to take any and all further actions on behalf of the Company as may be necessary to carry out the responsibilities of the Company pursuant thereto; and

BE IT FURTHER RESOLVED that upon the Closing of said Purchase and Sale that John P. Ziembra, Jr. shall become the sole Board member and President and Secretary/Treasurer of the Company and that Mark Candidi shall no longer hold any directorship, office or employment position related to the Company."

I, John P. Ziembra, Jr., do hereby certify that I am duly elected and qualified Secretary and keeper of records and corporate seal of **OLD CITY MOVERS, INC.**, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, and that the above is true and correct copy of the resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and Bylaws of said corporation, and that this resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 1st day of August, 2008.

 _____, Secretary

John P. Ziembra, Jr.

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APPLICATION
MOTOR COMMON OR CONTRACT CARRIER

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HOUSEHOLD GOODS IM USE ^-

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FULL NAME OF APPLICANT (Individual, Partnership or Corporation)
NAME OF APPLICANT (Individual, Partnership or (

TRADE NAME IF ANY
The trade name, if fictitious, _____ been registered with the
(has or has not)
Secretary of the Commonwealth on _____. Attach a date
stamped copy of the registration form.

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PHYSICAL ADDRESS (include County and Zip Code)
MAILING ADDRESS IF DIFFERENT FROM PHYSICAL ADDRESS

TELEPHONE NUMBER (REQUIRED)
ATTORNEY'S NAME AND TELEPHONE NUMBER FOR THIS FILING
(Do not supply an Attomey's name if you want all correspondence and notice of
process mailed du^ctly to you.)

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^Cy
ATTORNEY'S ADDRESS

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I. APPLICAI^T {^IdES n^-fTHAVE A US DOT NUMBER
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B. APPLICANT Cteg. y\Ci-t. HAVE A SATISFACTORY SAFETY RATING
(does or does not)

ISSUED WITHIN THE LAST TWENTY- FOLr MONTHS BY THE US DOT,
PA PUC OR OTHER STATE REGULATORY AGENCY. (ATTACH COPY)

B. DECRIBE THE SERVICE TO PROVIDED WITHIN PENNSYLVANL\ - -
COMMON CARRIHl OR CONTRACT CARRIER IN THE FOLLOWING
(Attach a separate sheet if space provided in not sufficient.)

10, CHEQ{(ONE THAT APPLIES TO THIS APPLICATION:

[/ INDIVIDUAL

[] PARTNERSHIP. ATTACH A COPY OF A PARTNERSHIP
AGREEMENT AND LIST THE NAMES AND ADDRESSES OF ALL
PARTNERS BELOW:

(Attach a separate sheet if space provided in not sufficient.)

[] CORPORATION. ORGANIZED UNDER THE LAWS OF THE STATE
OF ?gYMnSvJ[V^yi A, AND QUALIFIED TO DO BUSINESS
IN PENNSYLVANIA BY REGISTERING WITH THE SECRETARY
OF THE COMMONWEALTH ON 1 T IT* I^ftf

ATTACH A DATE-STAMPED COPY OF THE RpPLICATIDN FOR

CERTIFICATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY. INCLUDE A LIST OF CORPORATE OFFICERS WITH TITLES, NAMES OF SHAREHOLDERS AND NUMBER OF SHARES HELD, AND ADDRESSES.

11. ATTACHMENT CHECKLIST:
FOR CORPORATIONS ONLY:

DATE STAMPED COPY OF APPLICATION FOR CERTIFICATE OF INCORPORATION OR CERTIFICATE OF AUTHORITY.

LIST OF OFFICERS/TITLES AND DISTRIBUTION OF SHARES.

FOR PARTNERSHIPS ONLY:

COPY OF PARTNERSHIP AGREEMENT.

FOR ALL APPLICANTS:

FICTITIOUS TRADE NAME REGISTRATION (IF APPLICABLE)

COPY OF CURRENT SAFETY RATING (IF AVAILABLE)

CERTIFIED CHECK, MONEY ORDER OR ATTORNEY'S CHECK

11. CERTIFICATION:

APPLICANT CERTIFIES THAT IT IS NOT NOW ENGAGED IN ANY INTRASTATE TRANSPORTATION OF HOUSEHOLD GOODS IN USE FOR COMPENSATION BETWEEN POINTS IN PENNSYLVANIA AND WILL NOT ENGAGE IN SAID TRANSPORTATION UNLESS AND UNTIL AUTHORIZATION IS RECEIVED FROM THE PENNSYLVANIA PUBLIC UTILITY COMMISSION.

APPLICANT FURTHER CERTIFIES THAT IT UNDERSTANDS THE REQUIREMENTS OF THE PENNSYLVANIA PUBLIC UTILITY COMMISSION, ESPECIALLY AS THEY RELATE TO SAFETY AND INSURANCE AND THAT IT MAY BE SUBJECT TO CIVIL PENALTIES, SUSPENSION OR CANCELLATION OF THE CERTIFICATE FOR FAILURE TO COMPLY WITH COMMISSION REQUIREMENTS.

m

APPLICANT FURTHER CERTIFIES THAT IT UNDERSTANDS THAT IT IS SUBJECT TO AN ANNUAL ASSESSMENT BASED UPON ITS REPORTED GROSS PENNSYLVANIA INTRASTATE REVENUES; SAID ASSESSMENT TO HELP DEFRAY EXPENSES INCURRED IN REGULATING MOTOR COMMON CARRIERS OF HOUSEHOLD GOODS IN USE; AND ACKNOWLEDGES THAT FAILURE TO REPORT REVENUE AND PAY ITS ANNUAL ASSESSMENT MAY RESULT IN CIVIL PENALTIES, SUSPENSION OR CANCELLATION OF THE CERTIFICATE.

VERIFICATION OF APPLICATION

I/WE HEREBY STATE THAT THE STATEMENTS MADE IN THIS APPLICATION IS/ARE TRUE AND CORRECT TO THE BEST OF MY/OUR KNOWLEDGE AND BELIEF

THE UNDERSIGNED UNDERSTANDS THAT FALSE STATEMENTS HEREIN ARE MADE SUBJECT TO THE PENALTIES OF 18 Pa. C.S. SECTION 4904 RELATING TO UNSWORN FALSIFICATION TO AUTHORITIES.

(PRINT NAME)

(VERIFICATION OF THE APPLICATION MUST BE COMPLETED BY THE APPLICANT APPEARING ON LINE 1 OF THE APPLICATION BY THE NAMED INDIVIDUAL, ALL PARTNERS IF A PARTNERSHIP OR BY THE PRESIDENT OR SECRETARY IF A CORPORATION.)

Check the application to ensure that all pertinent parts are completed. Incomplete applications will be returned. If you need help, you may call 717-787-3834.

List of Officers:

John? 2:!'^V?^ ^ J ^^

Form fww

(Rmf. Uvch 2005)

OwtiiMnl Dl iha Trat&iy

inunul RownuB Smic*

Election by a Small Business Corporation

(Under section 1362 of the Internal Revenue Code)

^ 3e« Parts II and III on back and ttis separate Instructions.

▶ This corporation may either send or fax this form to the IRS. See page 2 of the Instructions.

OMB No. 1545-0046

Notes: 1. Do not file Form 1120S, U.S. Income Tax Return for an S Corporation, for any tax year before the year the election takes effect.

2. This election to be an S corporation can be accepted only if all the tests are met under Who May Elect on page 1 of the Instructions: all

shareholders have signed the consent statement; an officer has signed this form; and the exact name and address of the corporation and other

required form information are provided.

Election information

Please

Type

or Print

Name (see instructions)

Old City Movers Inc.

A Employer Identification number

Number, street, and room or suite no. (if a P.O. box, see instructions.)

340 Fairmount Ave.

B Date incorporated

01/17/2007

City or town, state, and ZIP code

Philadelphia, PA 19123

State of incorporation

Pennsylvania

D Check the applicable box(es) if the corporation, after applying for the EIN shown in A above, changed its name or address

E Election is to be effective for tax year beginning (month, day, year)

01 / 01 / 2007

Name and title of officer or legal representative who the IRS may call for more information

Mark L. Candl Jr., President

G Telephone number of officer

or legal representative

(267 1205-5209

If this election takes effect for the first tax year the corporation exists, enter month, day, and year of the earliest

of the following: (1) date the corporation first had shareholders, (2) date the corporation first had assets, or (3)

date the corporation began doing business.....»

01 / 17 / 2007

Selected tax year Annual return will be filed for tax year ending (month and day)

▶.....P0?*,@r.^1.....

If the tax year ends on any date other than December 31, except for a 52-53-week tax year ending with reference to the month of December,

complete Part 11 on this back. If the date you enter is the ending date of a 52-53-week tax year, write "52-53-week year" to the right of the

date.

J Name and address of each shareholder. Under penalties of perjury, we declare that we consent to the election of the above-named corporation to be an S corporation under section 1362(a) and that we have examined the consent statement, duly accompanied by

chedules and statements, and to the best of our knowledge and belief, it is true, correct, and complete. We understand our consent is binding and may not be withdrawn after the corporation has made a valid

election. (Sign and date below.) L Stock owned or percentage of ownership (see instructions) M Social security number or employer identification number (see

instructions) N Shareholder's tax or former shareholder- required to consent to the election. [See the instructions for column

K) Number of shares or percentage of ownership Date(s) acquired year ends

(month and day)

Signature Date

Mark L. Candl Jr. 340 Fairmount Ave. Philadelphia, PA

19123 ^u/CMfi ^Mn Soo /n/o? 1117 12/31

John P. Ziembra Jr. 1324 N. 4th St. Philadelphia, PA

Under penalties of perjury, I declare that I have examined this election, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature of preparer _____ Date * _____

For Paperwork Reduction Act Notice, see page 4 of the instructions.

Cat. r>to. te62gR

Form 2553 (Rev. 3-2005)

Form

SS-4

(Rev. February 2006)

Department of the Treasury

Internal Revenue Service

Application for Employer Identification Number

(For use by employers, corporations, partnerships, trusts, estates, churches, government agencies, Indian tribal entities, certain individuals, and others.)

See separate Instructions for each line. > Keep a copy for your records.

OMB No. 1545-0003

BN

1 Legal name of entity (or individual) for whom the EIN is being requested
Old City MoverB Inc.

u

c

'C

a.

I-

o

o

2 Trade name of business if different from name on line 1 }

3 Executor, administrator, trustee, "care or name

4a Mailing address (room, apt., suite no. and street, or P.O. box)

340 Fairmount Ave.

5a Street address (if different) (Do not enter a P.O. box.;

4to City, state, and ZIP code

Philadelphia, PA 19123

5b City, state, and ZIP code

B County and state where principal business is located

Philadeiphla County - PA

7e Name of principal officer, general partner, grantor, owner, or trustor

IMartt L. Candidl Jr.

7b SSN, mN, or EIN

ai_s-'n*-T?n

8a Type of entity (check only one box)

Sole proprietor (SSN) _____

Partnership

Corporation (enter form number to be filed) ^

(S Corporation) service corporation

Church or church-controlled organization

CU Other nonprofit organization (specify) _____

D Other (specify) » _____

1120S

D Estate (SSN of decedent) _____

D Plan administrator (SSN) _____

n Trust ^N of grantor) _____

13 National Guard CU State/local government
14 Farmers' cooperative CU Federal government/military
15 REMIC Q Indian tribal government/enterprises
Group Exemption Number (GEN) ▶ ■ _____

8b
g
If a corporation, name of the state or foreign country
(if applicable) where incorporated
State

Pennsylvania
Foreign country
Reason for applying (check or ^ one box)
H Started new business (specify type) ▶ ■ _____

Moving
Q Hired employees (Check the box and see line 12.)

n Compliance with IRS withholding regulations
D Other (specify) ▶

LJ Banking purpose (specify purpose) > ■ _____
LJ Changed type of organization (specify new type) >

Q Purchased going business
D Created a trust (specify type) * ■ _____
 Created a pension plan (specify type) ▶ ■ _____

10
12
13

Date business started or acquired (month, day, year). See instructions.

01/17/2007

11 Closing month of accounting year
December

First date wages or annuities were paid (month, day, year). Note. If applicant is a withholding agent, enter date time will first be paid to nonresident alien. (month, day, year).....▶ N/A

Highest number of employees expected in the next 12 months (enter -0- if none).

Do you expect to have \$1,000 or less in employment tax liability for the calendar year? E1 Yes CU No. (If you expect to pay \$4,000 or less in wages, you can mark yes.)

Agricultural
0

Household
Other

14 Check the box that best describes the principal activity of your business. CD Health care & social assistance CI Wholesale-agent/broker

G Construction D Rental & leasing D Transportation & warehousing Q Accommodation, food service Wholesale-retailer D Retail

G Real estate G Manufacturing G Finance & insurance B Other (specify) Moving

16 Indicate principal line of merchandise sold, specific construction work done, products produced, or services provided.

Moving

16a

16b

16c

a Yes E1 No

Has the applicant ever applied for an employer identification number for this or any other business?

Note, if "Yes," please complete lines 16b and

16c.

If you checked "Yes" on line 16a, give applicant's legal name and trade name shown on prior application if different from line 1 or 2 above.

Legal name ▶ _____ Trade name
▶ ■ _____

Approximate date when, and city and state where, the application was filed. Enter previous employer

identification number if known.
Approximate date when died (mo., day, year)
Previous EIN

City and state where filed

Third
Party
Designee

Complete this section only if you want to authorize the named individual to receive the entity's EIN and answer questions about the completion of this form.

Designee's name
Address and ZIP code
Designee's telephone number (include area code)
()
Designee's telephone number include area code
()

Under penalty of perjury, I declare that the information provided on this application is true, correct, and complete.

Name and title (type or print clearly) ▶ Mark L. Candlish Jr., President

Applicant's telephone number (include area code)
(267) 205-5209

Signature
id Paperwork Reduction Act Notice, see separate
Date

Applicant's tax number (include area code)
()

For Privacy Act and
separate instructions.

Cat. No. 16055N
Form SS-4 (Rev. 2-2006)

Cincinnati, OH 45999-0038
011772.317541.0044.002 1 KS 0.308 532
I...III.I....II.I.III...I.II.I....II,...II.IIIII...I.I.I

Notice NDrahen CP261
Date: March 26, 2007

Taxpayer Identification Number
38-3751098

Tax Form:
Tax Period:
1773

OLD CITY HOVERS INC
340 FAIRMOUNT AVE
PHILADELPHIA PA
19123-2931405

Notice of Acceptance as an S Corporation

We have accepted your election to be treated as an S corporation beginning January 1, 2007. Your accounting period will end in December.

We would also like to take this opportunity to inform you of your tax obligations related to the payment of compensation to shareholder-employees of S corporations.

When a shareholder-employee of an S corporation provides services to the S corporation, reasonable compensation generally needs to be paid. This compensation is subject to employment taxes. Tax practitioners and subchapter S shareholders need to be aware that Revenue Ruling 74-44 states that the Internal Revenue Service (IRS) will re-characterize small business corporation dividends paid to shareholders as salary when such dividends are paid to the shareholders in lieu of reasonable compensation for services.

The IRS may also re-characterize distributions other than dividend distributions as salary. This position has been supported in several recent court decisions.

If you have any questions about this notice or the action we have taken, please call us at the telephone number listed above. If you prefer, you may write to us at the address shown at the top of this notice. If

you write to us^ please provide your telephone number and the most convenient time for us to cali so we can resolve your inquiry. Please return the bottom part of this notice to help us identify your case. For tax forms, instructions and information visit www.irs.gov. (Access to this site will not provide you with your specific taxpayer account information.)

Page1

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Incorporation-For Profit
(15Pa.CS.)

\ *^ I Business^ock (§ t306)

^3 Business-nonstock (§ 2102)

I I Business-stannory close ((2303)

IZI]CoopcrBtive(\$7102)

Nam

MyNewCompany.com. Inc.

AddroB

167 E. Warm Springs Road, Suits 6

City Slate

Lbs Vegas, NV 89119

Zip Code

I \ Management {§ 2703)

II Professional (6 2903)

nU Insurance (9 3101)

Documcat will be returoed to the

nunc and sddren you enter to

tbckft

Fee: SI 25

In compliance with the requimments of the applicable provisions (relating to corporations and unincorporated

associations), the undersigned, desiring to incorporate a corporation for profit, hereby stales that:

I. The name ofthe corporation (trorpora/edlejjigniafor require^ r.e., "caqjoratlou"/ incorporated", "Hraited' "company" or any abbreviation. "Professional corporaiion" or "P.C"):

Old City Movers Inc.

2. The (a) address of this coqnraton's current registered office In this Commonwealth (post qffJce box. alone, is not

ocrepioMe^ or (b) name of its commercial postered office pnwider and the coun^ of venue is:

(a) Number and Street

1324 N. 4th St..

C'rtty

Philadelphia,

State

Zip

County

PA 19122 Philadelphia County

(b) Name of Commercial Registered Office PiuvideT

County

c/o:

3. The cofporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized: 1,000

20D1JAN 17 PM 12^00

PA DB^T Or STATE

Commorrvreatth of Pennsyfvania

ARTICLES OF INCORPOFMTfon 3 Page(8j

70701845026

dSCB: 15-1306,2102/2303/2702/2903/3101/7102 A-2

5. The name and address, including number and street, ifany, of each incorporator (all incorporators must sign below):

Name

Address

Chris Mershon -187 E. Warm Springs Road. Suite B. Las Vegas, NV B9119

6. The specified efective dale, if any;_

month/doy/year hour, ifany

7. Additional provisions of the ailicks, if any, attach an 8 K by II sheet

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Soouritioa Aotef
1933 (IJ U.S.C. 77oet>q.)

" fi< 11(111 illJI 11 I iirpwMTtfrifTT iTin/i.' Complete and strike om irtaplicable term!

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IN TESTIMONY WHEREOF, the incorporator(s)

ha&^ave signed these Articles of Incorporation this

10th jgy Qf January _____,2007,

y^

Signature

Signature

STOCK PURCHASE AGHKHMKNT

THIS^REEMENT made and executed this ^/_____ day of

^^W _____, 2008jby and between John P. Ziembra, Jr., an individual

residing at _A3>'I |V'^S^ Ph;k P-A na>_____ (hereinafter referred to

as "Purchaser") and Mark Candidi, an individual residing at

n\ 0*rq>^V/^^\4^^7fa^f> NJ 6^g7 (hereinafter referred to as "SeUer").

WHEREAS, Old City Movers, Inc., ("the Company*") has an authorized capitalization ^ of the date of this Agreement consisting of One Thousand (1,000) shares of comition stock, aD rights and ownership interest are vested solely and exclusively in Said common stock; and

WHEREAS, Purchaser currently is the owner of Five Hundred shares of the Company's coimmon stock and Seller is also the owner of Five Hundred shares of the Company's coinmon stock and there are no other individuals or entities who have an ownership interest in the Company; and

WHERI^AS, Purchaser wishes to purchase from Seller and Seller is willing to sell and issue to Purchaser, all shares of stock issued to him, for the purchase price and on the terms and conditions set forth in this Agreement;

NOW, TheREFX)RE. the parties, intending to be legally bound hereby, and in consideration of the mutual promtees herein contained, hereby agree as follows:

- 1- AgTpptnftnt to Purchase and Sell - Seller agrees to sell to Purchaser, John P. Ziembra, Jr., ai^d Purchaser agrees to piurchase from Seller, Mark Candidi, all shares of the Company Common stock currently issued to Seller (the "Purchased Shares").
2. PiiiffhnsP Pricp . Hie "Purchase Price' for tlie Purchased Shares shall be the sum of Sixty Tbotisand DoUars (\$60,000.06) payable to Seller In exchange for any and all right aQd interests whatsoever pf Seller in the Purchased Shares and shall be paid as follow:

A. Twenty Five Thousand Dollars (\$25,000) in cash or cash equivalent on the Closing Date; and

B. The balance of Thirty Five Thousand Dollars (\$35,000), with interest at the tate of five percent (5%) per annum on the unpaid balance, in installment payib^ents as set forth on Exhibit "A" attached hereto and incorporated herein by referraioe, all as reflected in the Promissory Note to be executed by Purchaser in favor of Seller on the Closing Date, a copy of which is attached to this Agreement as Exhibit "B".

3- Cinsing Date - The closing date for the transactions contemplated in this Agreement shall be August 1,2008 (the "Cloang Date").

4- RjnHing T^fPrfr - This Agreement shall be binding upon the successors and permitted assigns of the parties, and no modifications hereof shall be binding or enforceable unless in writing and signed by the parties.

5. Securities Act Compliance -

A. Pennsylvania - The parties hereby covenant, acknowledge and agree that the offer, sale and purchase of the shares pursuant to this Agreement is exempt tom any notice, r^;istration or other reporting requirements under the Pennsylvania Securities Act of 1972 (70 P.S. 1-203), pursuant to the small issuer exemption set fortii at 64 Pa. Code 203.187.

B. Federal - The parties hereby covenant, acknowledge and agree that it is their intent and understanding that the offer, sale and issuance of the Purchased Shares be exempt from the re^stration requirements of the Securities Act of 1933, as either an intrastate offering pursuant to Section 3(a)(u), or a transaction not involving a public offering pursuant either to Section 4(2) of the Act or Regulation D of the

Securities Exchange Commission.

C. Other States - The parties hereby covenant, acknowledge and agree that it is their intent and understanding that the offer, sale and issuance of the Purchased Shares be exempt from any registration requirements under the securities laws of any state having jurisdiction in this transaction.

D. DnumpTitatinn - The parties hereby covenant and agree to cooperate with each other in preparing, executing and delivering such documentation as may be necessary in order to qudfify for any of the exemptions referred to above, at Compan/s cost and expense.

6. CnntTolling Tjiw - This Agreement shall be govemed by, and construed and enforced in accordance with, the internal laws of the Commonwealth of Pennsylvania.

7. Representations and Warranties of Seller - Seller represents and warrants unto Purchaser that as of the date hereof he is, and on the Closing Date shall be, the owner of the number of shares of common stock of the Company set opposite his name in Section 1 hereof, and that he has good and marketable tide thereto and the absolute right to sell, assign and transfer the same to Purchaser free and clear of all liens, pledges and encumbrances of any kind.

8. Conditions Precedent Rpgarding thR Sale/Purchase of the PurchasftH ^nck

A. The Company is a corporation duly organized and in good standing under the laws of Pennsylvania. The Company has the power to own its properties and assets and to carry on its business as now conducted and is duly qualified to do business and is in good standing in every jurisdiction in which the nature of its business makes proper qualification necessary.

B. Pursuant to its Articles of Incorporation, as amended, the Company is authorized to issue shares of common stock. The Company has no treasury stock. There are no other authorized or outstanding equity securities of the Company of any class, kind, or character, and there are no outstanding subscriptions, options, warrants or other agreements or commitments obligating the Company to issue any additional shares of its capital stock of any class, or any options or rights with respect thereto, or any securities convertible into any shares of stock of any class.

C. There are no actions, suits or proceedings at law or in equity or admiralty pending, threatened against, or affecting the Company, before or by any federal, state, mimicipal or other governmental department, commission, board, bureau, agency or instrumentality, domestic or foreign.

D. The Company in all material respects has performed and abided by all obligations required to be performed by it to the date hereof and will continue to abide and perform to the Closing Date, and the Company is not in default to the extent that it will be materially affected adversely under any license, permit, order, authorization, grant, contract, agreement, lease or other document, order or regulation to wiicch it is a party or by windi it is bound. The Company has complied in all material respects with aU applicable statutes and regulations of any governmental authority having jurisdiction over it or that are applicable to its business.

E. In the conduct of its business during the preceding three (3) years and as now operated, the Company has not infringed any United States or foreign patents of others. The Ck>mpany owns or possesses adequate licenses or other rights to use all patents, trademarks, trade names and copyrights that are utilized in the conduct of the business it now operates and has not received any notice of conflict with asserted rights of others that remain in effiect

F. The Company has filed in correct form all income tax returns due with respect to the periods ending 2002, and prior thereto, and all firanduse, real and personal property tax returns that are required to be filed, and has paid all taxes as shown on the said returns and all assessments received by it to the extent that such taxes and assessments have become due. The Federal Internal Revenue Service has not examined any income tax returns of the Company.

G. No loans or other obligations are payable to officers, directors, employees or stockholders of the Company, except salaries, wages and reimbursements of expenses incurred and accrued in the ordinary course of business.

H. The Company has not mortgaged, pledged or subjected to lien or any other encumbrance any of its assets, tangible or intangible.

I. The Company hereby ackno^dgedes that it is the owner of all tools, equipment, inventory, supplies, customer Usts, etc of aU tangible and intangible assets

CHER1 L SUDER D4M
JOHN P ZIEMBA JR.
1324 N 4TH STHEET
PHILADELPHIA PA 19122
B&U.

^^/^^i-RK CASJOIQ]

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304

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cniMetKr f tom CHCun

[Vlc^ic a.^e?lc; ■ ;^9,c'o^-''' f^V'''^^-^ A^-1A-^

IRREVOCABLE STOCK POWER

For value received, I hereby sell, assign and transfer unto John P. Ziemba, Jr., ail of the shares of Old City Movers, Inc., cun'ently registered to me on the books of said corporation, being 5(X) shares, whether represented by a certificate or not, and I hereby Irrevocably constitute and appoint John P. Ziemba, Jr., attorney to transfer the said stock on the books of said corporation with full power of substitution in the premises. This transfer is made in accordance with the provisions of the Stock Purchase Agreement executed on or about August 1, 2008.

Date: "7^ _____

Mark

ark Candidi /^

auu LXUL Liie £>uuie m^ uwneu u:ee anu ciear ui any anu an iiens anu/ur encumurances ul any nature whatsoever.

9. Mutual Release - The individual parties hereto and the Corporation hereby release and discharge the others fix)m all claims, rights and duties arising out of their relationship in connection with the ownership and/or operation of Old City Movers, Inc from the beginning of time to the present, except any claims arising directiy fix)m this Agreement

IN WITNESS WHEREOF, the parties hereto do execute this Agreement the day and year first above written.

PURCHASER

"?1P?-v^-

John P. Ziemba, Jr.

SELLER

^{\ark Candldi

M

OLD Cny MOVERS, INC.

Bv: ^1— "^^ ^^ /f , . President

ATTEST:

∴ I^B?.^.

Bv: (If Iw/(A.^ << _____,Secretary

RESOLUTION OF THE BOARD OF DIRECTORS OF

OLD CITY MOVERS, INC.

The following resolution was duly adopted by the Board of Directors of OLD CITY MOVERS, INC., ("the Company") a quorum being present

"WHEREAS, the Company currently has two (2) equal shaiebolders, John P. Zienba, Jr., and Maik Candidi, who are also the Vice Piesident/Secretaiy and President of the Company; and WHEREAS, John P. Ziemba, Jr., intends to purchase all of the shares of the Company currently held by Ma^ Candidi, and Mark Candidi intends to sell his shares to John P. Ziemba, Jr., ali in accordance with a Stock Purchase Agreement to be executed between the parties; be it therefore

RESOLVED, that the President of the Company is hereby authorized and directed to execute said Agreement on behalf of the Company, together with any other documents related thereto, and to take any and all further actions on behalf of the Company as may be necessary to carry out the responsibilities of the Company pursuant thereto; and

BE FT FURTHER RESOLVED diat upon the Closing of said Purchase and Sale that John P. Ziemba, Jr. shall become the sole Board member and President and Secretary/Treasurer of the Company and that Mark Candidi shall no longer hold any directorship, office or employment position related to the Company."

I, John P. Ziemba, Jr., do hereby certify that I am duly elected and qualified Secretary and keeper of records and corporate sea! of OLD CITY MOVERS, INC., a corporation organized and existing under the laws of the Commonwealth of Peimsylvanifi, and that the above is true and correct copy of the resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with the law and Bylaws of said corporation, and that this resolution is now in full force and effect

IN WITNESS WHEREOF, I have afiSxed my name as Secretary and have caused the corporate seal of said corporation to be hereunto affixed this 1"* day of August, 2008.

-^t?^-

J Secretary

John P. Ziemba, Jr.