

Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

*****70.00 *****70.00

| SUBJECT: | 4 | Grupo | Venamek | Cargo | Services | Inc. |
|----------|--|-------|---------|-------|----------|------|
| | (Proposed corporate name - must include stuffix) | | | | | |

| Enclosed is an original and one(1) copy of the articles of incor | rporation and a check for: |
|--|----------------------------|
|--|----------------------------|

\$78.75

Filing Fee

Filing Fee

& Certificate of Status

□\$78.75

\$87.50

Filing Fee

Filing Fee,

& Certified Copy

Certified Copy

& Certificate of

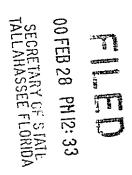
Status

ADDITIONAL COPY REQUIRED

| FROM: | Richard Lopez | |
|-------|--------------------------------------|-------------|
| | Name (Printed br typed) | |
| | CCS 539 PO Box 025323 | |
| | Address | 25° 20' |
| ***** | Miami, FC 33102 City, State & Zip | OOFEB 28 |
| | City, State & Zip | - C |
| | (305) 856 - 2390 | PH12:3 |
| | Daytime Telephone number | <u> </u> |

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF



GRUPO VENAMEK CARGO SERVICES, INC.

ARTICLE I- NAME

The name of the corporation is GRUPO VENAMEK CARGO SERVICES, INC. (hereinafter called the "Corporation").

ARTICLE II- PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under The Florida Business Corporation Act of the State of Florida.

ARTICLE III- CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 1000 shares of Common Stock, par value \$.01 per share. 500 shares shall be issued to Cesar Ignacio Alcala and 500 shares shall be issued to Clara Ines Osorio. Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE IV- INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 8180 N.W. 36 Street Suite 100 Miami, Florida 33166 and the name of the initial registered agent of the Corporation at that address is Eduardo Gonzalez, CPA.

ARTICLE V- INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 1235 N.W. 93rd Court, Miami, Florida 33172.

ARTICLE VI- INITIAL BOARD OF DIRECTORS

The Corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the Corporation, but shall never be less than one. The names and addresses of the initial directors are as follow:

J. ALBERTO KAUAM SGAMBATTI 1235 N.W. 93RD COURT MIAMI, FLORIDA 33172 CLARA INES OSORIO 1235 N.W. 93RD COURT MIAMI, FLORIDA 33172

CESAR IGNACIO ALCALA 1235 N.W. 93RD COURT MIAMI, FLORIDA 33172

ARTICLE VII- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Richard Lopez CCS 539 PO BOX 025323 Miami, Florida 33102-5323

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of February, 2000.

Richard Lopez Incorporator

CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSTH

That <u>GRUPO VENAMEK CARGO SERVICES INC.</u>, desiring to organize under the laws of the State of Florida, has named <u>Eduardo Gonzalez</u>, <u>CPA</u>, located at <u>8180 N.W. 36th Street Suite 100 Miami</u>, <u>Florida 33166</u>, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and obligations of a registered agent outlined in Section 607.0505, Florida Statutes.

Dated this 22 day of Flourny, 2000.

Registered Agent