

PROPOSED CORPORATE INITIAL LETTER
PROPOSED 23/86

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

100003150681--8
-02/29/00--01003--017
*****70.00 *****70.00

SUBJECT: Grupo Venamek Cargo Services, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

| | | | |
|---|---|--|---|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee & Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status |
| ADDITIONAL COPY REQUIRED | | | |

FROM: Richard Lopez
Name (Printed or typed)

CCS 539 PO Box 025323
Address

Miami, FL 33102
City, State & Zip

(305) 856-2390
Daytime Telephone number

FILED
00 FEB 28 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

84
[Handwritten signature]

**ARTICLES OF INCORPORATION
OF**

GRUPO VENAMEK CARGO SERVICES, INC.

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00 FEB 28 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 22nd day of February, 2000.

Richard Lopez
Incorporator

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

WITNESSTH

That **GRUPO VENAMEK CARGO SERVICES INC.**, desiring to organize under the laws of the State of Florida, has named **Eduardo Gonzalez, CPA**, located at **8180 N.W. 36th Street Suite 100 Miami, Florida 33166**, 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 22nd day of FEBRUARY, 2000.


Registered Agent

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00 FEB 28 PM 12:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA