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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4001

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

MIAMI CARGO LOGISTICS, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. McKnight JAN 31 2001

ARTICLES OF INCORPORATION

OF

MIAMI CARGO LOGISTICS, INC

ARTICLE I - NAME

The name of this corporation is Miami Cargo Logistics, Inc.

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ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the articles by the Department of the State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One dollar
00/100 - - - - (\$ 1.00) par value common stock which shall be designated
"COMMON SHARES".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial and principal place of business of this corporation shall be at 9700 Hammocks Blvd. - Ste 101 - Miami Fl 33196.
The registered agent of this corporation shall be Maria del Carmen Coto.
----- and the street address shall be located at: 9700 Hammocks Blvd. Ste. 101 -- Miami Fl 33196.

Prepared By:
Maria del C. Coto
9700 Hammocks Blvd
Miami Fl 33196
(305) 388-3824

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

Maria del Carmen Coto
9700 Hammocks Blvd. Ste. 101
Miami Fl 33196

ARTICLE VIII - INCORPORATORS

The name and address of the each incorporator are:

Maria del Carmen Coto
9700 Hammocks Blvd. Ste 101
Miami Fl 33196

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registers office/registered agent, in the State of Florida.

1. The name of the corporation is:

Miami Cargo Logistics, Inc. _____

2. The name and address of the registered agent and office is:

Maria del Carmen Coto
9700 Hammocks Blvd. Ste. 101
Miami Fl 33196

SIGNATURE Maria Coto
(Corporate Officer)

TITLE PRESIDENT _____

DATE January 30, 2001

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 I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Maria Coto
(Registered Agent)

DATE January 30, 2001

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