



P95000015668

BEIR & CO. ACCOUNTING

A PROFESSIONAL ASSOCIATION OF ACCOUNTANTS

ALAN M. BEIR
KENNETH L. BEIR

February 22, 1995

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

900001414309
-02/24/95--01003--007
*****70.00 *****70.00

Re: INCORPORATION - ERS EXPRESS SERVICES U.S.A. CORP.

Dear Sir:

Enclosed please find one original and one copy of Articles of Incorporation and Certificate of Resident Agent for the above proposed corporation.

Also find enclosed our check in the amount of \$ 70.00 to cover the filing fee costs. Please mail the papers to this office. Your assistance is greatly appreciated.

Very truly yours,

Kenneth L. Beir

KENNETH L. BEIR

TALLAHASSEE, FLORIDA
95 FEB 23 11 3:51
FILED

D. BROWN FEB 24 1995

ARTICLES OF INCORPORATION
OF
ERS EXPRESS SERVICES U.S.A. CORP.

FILED
95 FEB 23 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formulation, liability, rights and privileges and immunities of a corporation for profit.

ARTICLE I- NAME

The name of the corporation shall be ERS EXPRESS SERVICES U.S.A. CORP.

ARTICLE II- OFFICE

The principal office of this corporation shall be situated at 10916 ATLANTIC BLVD. STE 8, JACKSONVILLE, FL 32225 and said corporation shall have the rights and privileges of business in such states of the United States and foreign countries whenever the Board of Directors may from time to time order and establish.

ARTICLE III- REGISTERED AGENT

The street address of this corporation's initial registered office will be 12406 RUNNING RIVER RD 8, JACKSONVILLE, FL 32225 and the name of its initial registered agent will be SIMEON A. SANTO at such address.

ARTICLE IV- NATURE OF BUSINESS

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any of all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Law.

ARTICLE V- CAPITAL STOCK

The total authorized capital stock of this corporation shall be 20,000, divided into a maximum of 20,000 shares, which shall be of common stock of par value of \$ 1 each, fully paid and nonassessable.

All such stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

In case a stockholder desires to sell his share or shares of stock, he must first offer them for sale to the remaining stockholders, it being the intention hereof to give them a preference in the purchase of same, and any attempted sale in violation of this provision is null and void. A stockholder desiring to sell his stock shall file notice in writing of his intention with the Secretary of the corporation, stating the terms of sale, and unless his terms are accepted by any or all of the other stockholders, or the corporation, within six months thereafter, they shall be deemed to have waived their privilege of purchasing, and he shall be at liberty to sell to anyone else, according to the same terms as file with the corporation.

ARTICLE VI- CAPITAL

The amount of capital with which the corporation shall commence business shall not be less than \$ 1000.00.

ARTICLE VII- TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VIII- POSITIONS

The business of this corporation shall be conducted by a Board of Directors consisting of one or more persons.

The officers of this corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as shall be appointed in accordance with the By-laws of this corporation.

ARTICLE IX- DIRECTORS

The names and street addresses of the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ENRICO R. AVEO	10741 JAVA DR JACKSONVILLE, FL 32246

SIMEON A. SANTO

12406 RUNNING RIVER RD S
JACKSONVILLE, FL 32225

NORMA A. SANTO

10741 JAVA DR
JACKSONVILLE, FL 32246

JENNIE A. BLANDI

5 LITCHULT CT
SUFFERN, NY 10901

ARTICLE X- OFFICERS

The following shall hold office named until their successors shall be regularly elected and shall be qualified:

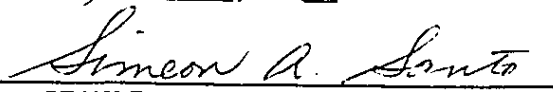
<u>NAME</u>	<u>ADDRESS</u>
ENRICO R. AVEO - PRES.	10741 JAVA DR JACKSONVILLE, FL 32246
SIMEON A. SANTO - V. PRES.	12406 RUNNING RIVER RD JACKSONVILLE, FL 32225
NORMA A. SANTO - SEC.	10741 JAVA DR JACKSONVILLE, FL 32246
JENNIE A. BLANDI - TREAS.	5 LITCHULT CT SUFFERN, NY 10901

ARTICLE XI- STOCK SUBSCRIBERS

The names and street addresses of the original stock subscriber is:

<u>NAME</u>	<u>ADDRESS</u>
SIMEON A. SANTO	12406 RUNNING RIVER RD JACKSONVILLE, FL 32225

The undersigned incorporator has executed these Articles of Incorporation this 22ND day of FEBRUARY, 1995.


SIGNATURE OF STOCK SUBSCRIBER

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
95 FEB 23 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 registered office/registered, in the State of Florida.

1. The name of the corporation is: ERS EXPRESS SERVICES U.S.A. CORP.

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

SIMEON A. SANTO
12406 RUNNING RIVER RD S
JACKSONVILLE, FLORIDA 32225

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: *Simeon A. Santo*
(REGISTERED AGENT)

DATE: 2-22-95

P95  BUREAUS/5668
"Your Agency to the Philippines"

(904) 645-7717

MONEY REMITTANCE * COURIER * CARGO (AIR & SEA)
TRAVEL AND TOUR ARRANGEMENTS
MANILA BULLETIN USA

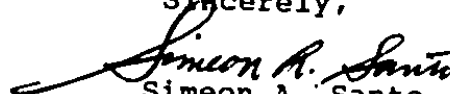
Florida Department of State
Division of Corporation
P. O. Box 6327
Tallahassee Florida 32314

200001569142
-08/25/95--01006--009
*****35.00 *****35.00

Dear Ms Lewis,

I am responding in pursuant to section 607.1403 Florida
statutes, Article of Dissolution. Please send me your
reply to my home address: 12406 Running River Rd. So.
Jacksonville, Florida 32225. Tel. (904) 646-3790

Sincerely,


Simeon A. Santo

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 24 AM 10:12

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TLI

CORPORATE OFFICE - 10916-8 ATLANTIC BVLD., JACKSONVILLE, FL 32225
PHONE (904) 645-7418 - FAX (904) 645-7704



(904) 645-7717

MONEY REMITTANCE * COURIER * CARGO (AIR & SEA)
TRAVEL AND TOUR ARRANGEMENTS
MANILA BULLETIN USA

Dept. of Florida State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

August 11, 1995

RE: Dissolution of ERS Express Services USA CORP.

Dear Ms. Mortham,

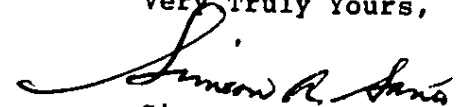
I respectfully request dissolution of the said company, ERS Express Services USA Corp.

Whereas; the corporation had been formed dated Feb. 23, 1995. Due to the abandonment of Corporate plans and business affairs by the chairman of the board and president of the Corporation namely Enrico R. Aveo. The company have no liquid assets to sustain for operation and even garnish huge overhead and other liabilities (See attached statement of corporate liquidation).

Thereby the power and authority vested on me by the corporation (Attached stockholders majority vote signature). I hereby declare that the corporation be dissolved effective immediately upon receipts of the corporate documents.

I will highly appreciate your kind consideration in this regard.

Very Truly Yours,


Simeon A. Santo
Corporate President

CC: Marinette David/
Norma Santo/
Jennie A. Blandi/

CORPORATE OFFICE - 10916-8 ATLANTIC BLVD., JACKSONVILLE, FL 32225
PHONE (904) 645-7418 - FAX (904) 645-7704



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 16, 1995

SIMEON A. SANTO
ERS EXPRESS SERVICES U.S.A. CORP.
10916-8 ATLANTIC BLVD.
JACKSONVILLE, FL 32225

SUBJECT: ERS EXPRESS SERVICES U.S.A. CORP.
Ref. Number: P95000015668

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Articles of Dissolution must comply with either section 607.1401 or 607.1403, Florida Statutes.

The fee to file articles of dissolution or a certificate of withdrawal is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 295A00038393

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF DISSOLUTION

95 AUG 24 AM 10:12

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: ERS EXPRESS SERVICES
U.S.A. CORP.

SECOND: The date dissolution was authorized: AUGUST 11, 1995

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for approval by N/A (voting group) ."]

Signed this 23rd day of AUGUST, 19 95.

Signature Simeon A. Santo
(By the Chairman or Vice Chairman of the Board, President, or other officer)

SIMEON A. SANTO
(Typed or printed name)

CORPORATE PRESIDENT
(Title)