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WILSON, ELSER, MOSKOWITZ, EDELMAN & DICKER

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ROBIN TAYLOR SYMONS
REGIONAL MANAGING PARTNER

April 5, 1995

VIA FEDERAL EXPRESS

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

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Incorporation of All Points Courier Services, Inc.

Dear Sir/Madam:

Enclosed for filing is an original Articles of Incorporation for All Points Courier Services, Inc. Also enclosed is a check in the amount of $70.00 for the requisite filing fee. Please arrange for the filing of this corporation and return the filed copy of the Articles of Incorporation to the undersigned in the enclosed prepaid Federal Express envelope.

Thanking you for your prompt assistance in this matter, I remain

Very truly yours,

WILSON, ELSER, MOSKOWITZ, EDELMAN & DICKER

Robin T. Symons

RWH:wz
Enclosures

SN APR 12 1996

ARTICLES OF INCORPORATION

OF

ALL POINTS COURIER SERVICES, INC.

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The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST. The corporate name for the corporation (hereinafter called the "Corporation") is ALL POINTS COURIER SERVICES, INC.

SECOND. The street address, wherever located, of the principal office of the Corporation is 19 W. Flagler Street, Suite 310, Miami, Florida 33131.

The mailing address, wherever located, of the Corporation is 19 W. Flagler Street, Suite 310, Miami, Florida 33131.

THIRD. The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of $.01 each and are of the same class and are common shares.

FOURTH. The street address of the initial registered office of the Corporation in the State of Florida is 2575 S. Bayshore Drive, Suite 3A, Coconut Grove, Florida 33133. The name of the initial registered agent of the Corporation at said registered office is Ralph W. Symons.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH. The name and the address of the incorporator is:

NAME	ADDRESS
Robin T. Symons	Wilson, Elser, Moskowitz, Edelman & Dicker 100 Southeast Second Street 3800 International Place Miami, Florida 33131

SIXTH. No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH. The purposes for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

The Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH. The duration of the Corporation shall be perpetual.

NINTH. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on April 5, 1996.

ROBIN T. SYMONS, INCORPORATOR

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

RALPH W. SYMONS

Dated: April 5, 1996

96 APR -8 AM 9:01
TALLAHASSEE, FLORIDA