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TRANSMITTAL LETTER

FILED
AUG 1 11:08
STATE
FLORIDA

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

900001910809
-08/01/96--01062--001
****122.50 ****122.50

SUBJECT: Valencia Express, Inc.
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$ 122.50.

Please return all correspondence concerning this matter to the following:

Julio Martinez
Name

8201 Southwest 96th Court
Address

Miami, Florida 33173
City, State & Zip

305-223-8380
Daytime Telephone number

ARTICLE OF INCORPORATION
OF
VALENCIA EXPRESS INC.

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96 AUG -1 AM 11:08
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person and competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

Valencia Express Inc. is the name of this corporation.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized for the purpose of engaging:

- a) To import and export materials.
- b) To consult, market, manage, and otherwise represent itself and others.
- c) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- e) To lend money to, and use its credit to assist its officers and employees in accordance with S. 607.141.
- f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals.

- g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.
- h) To lend money for its corporate purpose, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

ARTICLE IV

This corporation has the power:

- a) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- b) To conduct its business, carry on its operations, and have offices and exercise the power granted by its act within or without this state.
- c) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- d) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- e) To make donations for the public welfare or for charitable, scientific or educational purposes.
- f) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- g) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- h) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring, at

his death, shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

- l) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

ARTICLE V

This corporation shall have power to create and issue (ONE HUNDRED) shares. The par value of all such shares are \$1.00 par value.

ARTICLE VI

The street address of the initial registered office of this corporation is: 5533 Northwest 72 Avenue, Miami, Florida, 33166 and Denis Guillen is the name of the initial registered agent of this corporation at that address.

ARTICLE VII

The number of members of the initial board of directors shall be two. The number of directors may be increased or decreased from time to time by a resolution of the majority of the stockholders, but shall never be less than one. The name of each initial director of this corporation and their addresses are:

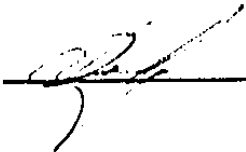
Denis Guillen
URB EL CAFETAL
AVE 199 #107-40
NAGUANAGUA, CARABOBO VENEZUELA

Cesar Gonzalez
AVE UNIVERSIDAD LOC 190-328
NAGUANAGUA, CARABOBO VENEZUELA

ARTICLE VII

The name and address of the person signing these articles are:

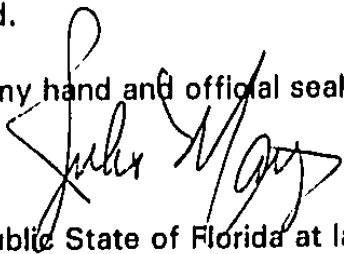
NAME: Denis Guillon
URB EL CAFETAL
AVE 199 #107-40
NAGUANAGUA, CARABOBO VENEZUELA

Signaturo  _____

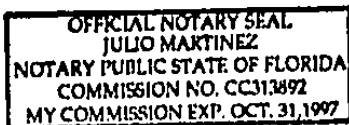
IN WITNESS WHEREOF, we have hereunto set our hands this

STATE OF FLORIDA
COUNTY OF DADE

I hereby certify that before me, the undersigned authority, personally appeared Denis Guillen, to me known to be the person described in and who executed the foregoing article of incorporation, and acknowledge before me that said person subscribed to those articles of incorporation for the uses and purposes therein expressed.

Witness my hand and official seal in the county and state last aforesaid this


Notary Public State of Florida at large my commission expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.325, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:


FIRST THAT Valencia Express Inc.
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 5533 Northwest 72 ave., Miami, Florida 33166
(Business Address, City and State)

HAS NAMED Denis Gullon
(Name of Registered Agent)

LOCATED AT 5533 Nothwest 72ave, Miami, Florida 33166
(Street Address and Number Of Building,
Post Office Box Addresses ARE NOT Acceptable)

CITY OF Miami, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
(City)
OF PROCESS WITHIN FLORIDA.

SIGNATURE 
(Corporate Officer)
TITLE President Date 7/29/96

FILED
95 AUG - 1 PM 11:08
TALLAHASSEE, FLORIDA

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 
(REGISTERED AGENT)

DATE 7/29/96

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327. TALLAHASSEE. FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)
CR2E046 (3-85)