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P98000001686

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE, SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

FILED
98 JAN -7 PM 4: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. U.S.A. AIRFREIGHT TRANSPORTATION, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____ 200002392242--8
(Corporation Name) (Document #) -01/07/98--01039--025
***122.50 ***122.50

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time 2:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
98 JAN -7 AM 10: 51
DIVISION OF CORPORATION

W98-413
K. Rolfe JAN 7 1998

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
U.S.A. AIRFREIGHT TRANSPORTATION, INC.

ARTICLE I. NAME

The name of this corporation is:

U.S.A. AIRFREIGHT TRANSPORTATION, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business, including but not limited to freight forwarding, freight shipping and handling, freight storage, and brokerage of freight services related to transportation of goods, equipment, and supplies.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) common shares having a par value of One (\$1.00) Dollar per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share (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 street address of the initial ^{principal} registered office of this corporation is 14748 SW 56 Street, Suite 108, Miami, Florida 33185 and the name of the initial Registered Agent of this corporation at that address is JACQUELINE C. CANELA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have one director initially and two officers. The number of directors and officers may be either increased or diminished from time to time by the bylaws. The name and address of the initial Director of this corporation is:

JACQUELINE C. CANELA, 5770 SW 149 Avenue, Miami, Florida 33193.

The name and address of the initial officer of this corporation who will serve as President is:

JACQUELINE C. CANELA, 5770 SW 149 Avenue, Miami, Florida 33193.

The name and address of the initial officer of this corporation who will serve as Vice President is:

JORGE CANELA, 5770 SW 149 Avenue, Miami, Florida 33193.

The name and address of the initial officer of this corporation who will serve as Secretary is:

JACQUELINE C. CANELA, 5770 SW 149 Avenue, Miami, Florida 33193.

The name and address of the initial officer of this corporation who will serve as Treasurer is:

JORGE CANELA, 5770 SW 149 Avenue, Miami, Florida 33193.

ARTICLE VIII. INCORPORATOR

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

JACQUELINE C. CANELA, 5770 SW 149 Avenue, Miami, Florida 33193.

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. 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 that approval is required by law.

ARTICLE XI. DIRECTORS' COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XII. DIVIDENDS

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the corporation.

ARTICLE XIII. REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the board of directors when the reduction is not accompanied by any action requiring or constituting an amendment of the articles of incorporation.

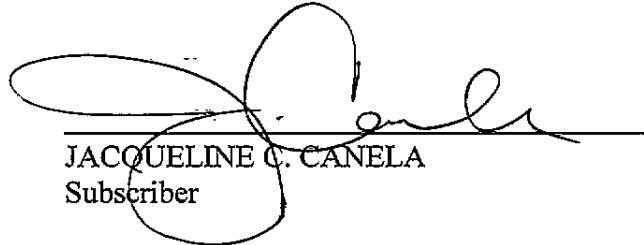
ARTICLE XIV. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

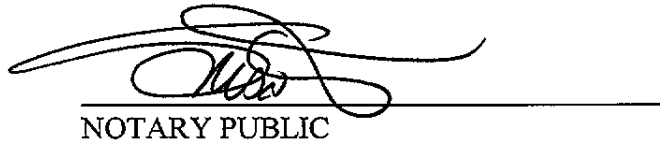
IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 5TH day of JANUARY, 1998.



JACQUELINE C. CANELA
Subscriber

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME this day personally appeared JACQUELINE C. CANELA known to me to be the person described in and who executed the foregoing instrument and who acknowledged before me that she executed it.



NOTARY PUBLIC

My Commission Expires:



SUSAN CONTRERAS
My Commission CC492734
Expires Sep. 02, 1999

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.



JACQUELINE C. CANELA
5770 SW 149 Avenue
Miami, Florida 33193

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