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To:
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Fax Number : (850)922-4001

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

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FLORIDA PROFIT CORPORATION OR P.A.

BESTWAY USA, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	$78.75

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 4, 1998

FAS-T CORP. AGENTS, INC.

SUBJECT: BESTWAY USA, INC.
REF: W98000020240

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE NOTE IN ARTICLE VII, YOU STATE THAT THE NUMBER OF DIRECTORS ON THE INITIAL BOARD OF DIRECTORS SHALL BE TWO, HOWEVER YOU ONLY LISTED ONE. PLEASE CHANGE 2 TO 1.

If you have any further questions concerning your document, please call (850) 487-6928.

Michelle Milligan
Document Specialist

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ARTICLES OF INCORPORATION
OF
BESTWAY USA, INC.

ARTICLE I. NAME

The name of this corporation shall be BestWay USA, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 100 Shares Common par value shares of common capital stock.

THIS INSTRUMENT PREPARED BY:
Antonio J. Soto, III, Esq.
8500 West Flagler A-105
Miami, Florida 33144
Telephone No. (305) 227-2700
Facsimile No. (305) 220-8304
FBN: 302163

THIS INSTRUMENT PREPARED BY:
Antonio J. Soto, III, Esq
8500 West Flagler A-105
Miami, Florida 33144
Telephone No. (305) 227-2700
Facsimile No. (305) 220-8304
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ARTICLE V. PREEMPTIVE RIGHTS

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

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this

provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

> "These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be 1. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Miriam Veloz; 8887 Fountainebleau Blv # 301, Miami, Fl 33172.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 8500 West Flagler Street, A-105, Miami, Fl 33144.

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

Antonio J. Soto, III, Esq.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

Miriam Veloz, 8887 Fountainebleau Blv, # 301, Miami, Fl 33172;

Luis Varona, 1770 SW 14 Terrace, Miami, Fl 33145

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Miriam Veloz - Incorporator

Luis Varona, - Incorporator

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TALLAHASSEE, FLORIDA

I hereby accept my designation as resident agent and agree to serve as the resident agent of BestWay USA, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for BestWay USA, Inc.

Antonio J. Soto, III, Esq. - Registered Agent

State Of Florida

County Of Miami-Dade

On 9-2-98, Antonio J. Soto, III, Esq., designated above as the individual who shall serve as the corporation's initial registered agent and Miriam Veloz and Luis Varona who are the individuals who shall serve as the incorporators, who are personally known to me, or produced their Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of BestWay USA, Inc.

Rosa R. Gorelick
Notary Public

Rosa R. Gorelick
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number: (SEAL)

OFFICIAL NOTARY SEAL
ROSA R GORELICK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC414789
MY COMMISSION EXP. OCT. 19,1998

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