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444 BRICKELL AVENUE  
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STEWART A. MERKIN  
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TEL.: (305) 358-5800  
FAX: (305) 358-2490

December 1, 1998

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

200002702522--8  
-12/03/98-01107-004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Newport Cargo, Inc.

W98-27104

Dear Sir:

The enclosed Application by Foreign Corporation for Authorization to Transact Business in Florida, Certificate of Existence, together with a check in the amount of \$122.50 are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the undersigned.

Very truly yours,

  
Elia C. Gonzalez  
Legal Assistant

encls.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB 15 AM 8:23

2/15

Conflict  
P98-52005



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 4, 1999

ELIA C. GONZALEZ  
MERKIN & IGLESIAS  
444 BRICKELL AVE, STE 300 RIVERGATE PLZ  
MIAMI, FL 33131

SUBJECT: NEWPORT CARGO INC.  
Ref. Number: W98000027104

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DIVISION OF CORPORATIONS  
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We have received your document for NEWPORT CARGO INC. and your check(s) totaling \$122.50. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 998A00057411

*Original letter  
returned for  
better address.*

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned JUAN BASANEZ, do hereby certify  
(Name)

that this Resolution of the Board of Directors of \_\_\_\_\_  
NEWPORT CARGO, INC.  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of New York,

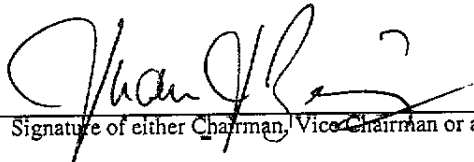
was duly adopted on February 4, 19 99.

Be it resolved, that NEWPORT CARGO, INC.,  
(Corporate Name)

organized and existing in the State of New York, hereby adopts the name

NEWPORT FREIGHT FORWARDER, INC. for use in Florida.

Dated: 2-4-99

  
Signature of either Chairman, Vice Chairman or any officer

JUAN BASANEZ, President  
Type or print name

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DIVISION OF CORPORATIONS

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:*

1. NEWPORT CARGO INC.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. STATE OF NEW YORK 3. 11 3202545  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. March 22, 1994 5. perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. January 1, 1999  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 162 W. Park Avenue, Suite 203  
Long Beach, NY 11561  
(Current mailing address)
8. Freight Forwarders  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**  
Name: Stewart A. Merkin, Esq.  
Office Address: 444 Brickell Avenue, Suite 300  
Miami, Florida, 33131  
(Zip Code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: JUAN BASAÑEZ

Address: 162 W. Park Avenue, Suite 203  
Long Beach, NY 11561

~~Vice Chairman~~ JOSE PEDRO SARALEGUI  
Director: 162 W. Park Avenue, Suite 203  
Address: Long Beach, NY 11561

Director: ROBERTO FERNANDEZ  
Address: 162 W. Park Avenue, Suite 203  
Long Beach, NY 11561

Director: JOSE D. GANCEDO  
Address: 162 W. Park Avenue, Suite 203  
Long Beach, NY 11561

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DIVISION OF CORPORATE AFFAIRS  
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B. OFFICERS (Street address only- P. O. Box NOT acceptable)

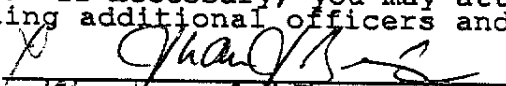
President: JUAN BASAÑEZ  
Address: 162 W. Park Avenue, Suite 203  
Long Beach, NY 11561

Vice President: ROBERTO FERNANDEZ  
Address: 162 W. Park Avenue, Suite 203  
Long Beach, NY 11561

Secretary: JOSE D. GANCEDO  
Address: 162 W. Park Avenue, Suite 203  
Long Beach, NY 11561

Treasurer: JOSE PEDRO SARALEGUI  
Address: 162 W. Park Avenue, Suite 203  
Long Beach, NY 11561

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

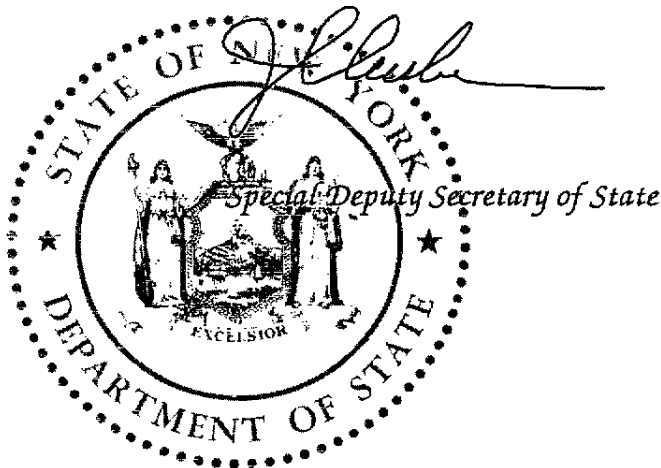
14. JUAN BASAÑEZ, President  
(Typed or printed name and capacity of person signing application)

**State of New York } ss:  
Department of State**

I hereby certify, that the certificate of incorporation of NEWPORT CARGO INC. was filed on 03/22/1994, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 30th day of October  
one thousand nine hundred and  
ninety-eight.*



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