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Restated Art.

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November 21, 2002

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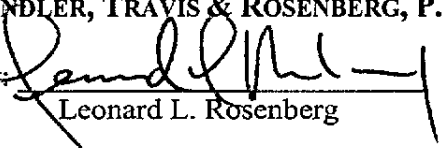
Re: Kelly Freight Systems, Inc.
Restatement of Articles of Incorporation

Dear Sir:

Enclosed for filing is an original and one copy of the Restatement of Articles of Incorporation for Kelly Freight Systems, Inc. Also enclosed is our check in the amount of \$35.00 to cover the cost of filing. Please return a stamped copy in the envelope provided. If there are any questions, please feel free to contact us. Thank you for your assistance.

Sincerely yours,

SANDLER, TRAVIS & ROSENBERG, P.A.

By: 

Leonard L. Rosenberg

Enclosure

SALLIWORK\18487SS RESTATEMENT

Cc: Tom Burcet (w/o enclosure)

RESTATEMENT OF THE
ARTICLES OF INCORPORATION
OF
KELLY FREIGHT SYSTEMS, INC.

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In accordance with Chapters 607, Florida Statutes, and upon unanimous consent of all directors and shareholders of the Corporation, the Corporation hereby restates its Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is Kelly Freight Systems, Inc.

ARTICLE II - NATURE OF THE BUSINESS

The corporation may engage in the business of a customs broker and conduct customs business. In addition, the corporation may engage in or transact any or all activity permitted by law. nature of the business to be transacted by the Corporation shall be to engage in the practice of law .

ARTICLE III - CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of Five Hundred (500) shares of one class of common stock having a par value of one ((\$1.00) dollar per share. The consideration to be paid for each share of stock shall be vixed by the Board of Directors.

ARTICLE IV - PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights

ARTICLE V - INITIAL CAPITAL

The initial capital with which this Corporation shall commence business shall be not less than One Hundred (\$100.00) Dollars.

ARTICLE VI – TERM OF EXISTENCE

This Corporation shall exist perpetually, unless dissolved according to law.

ARTICLE VII – ADDRESS

The principal office of this Corporation shall be located 7011 NW 87th Ave., Miami, FL 33178, in Miami-Dade County, State of Florida.

ARTICLE VIII - DIRECTORS

This Corporation shall have at least two directors, with the exact number of directors to be specified by the shareholders from time to time, unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders.

ARTICLE IX – VOTING TRUSTS

No shareholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his or her shares.

ARTICLE X – CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this Corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he or she would be entitled to cast for the election of directors with respect to his or her shares of stock, multiplied by the number of directors to be elected, and he or she may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more them, as he or she may see fit.

ARTICLE XI – REMOVAL OF DIRECTORS

Any director of this Corporation may be removed at any annual or special meeting for the

stockholders by the same vote as that required to elect a director.

ARTICLE XII – ADDITIONAL CORPORATE POWERS

This Corporation shall have all of the powers generally granted to corporations in the State of Florida.

In furtherance of, and not in limitation of, the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

1. Subject to such restrictions, if any, as are herein expressed and to such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The Corporation shall have such officers as may from time to time be provided for in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

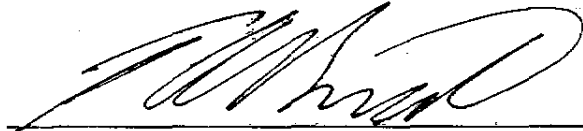
3. The directors and officers elected or appointed by the stockholders or by the Board of Directors may be removed at any time with or without cause, in such manner as may be provided in the Bylaws.

4. The Board of Directors shall have exclusive power to make, alter and repeal the Bylaws of the Corporation.

ARTICLE XIII

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the manner now or hereafter prescribed by law, and all rights conferred on stockholders here are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 11th day of November, 2002.

A handwritten signature in black ink, appearing to read 'T. Burcet', written over a horizontal line.

Tomas A. Burcet,
Vice President, Kelly Freight Systems, Inc.

The foregoing Restatement of the Articles of Incorporation were unanimously adopted on November 8, 2002, by the Board of Directors of the Corporation and all shareholders of the Corporation.