



L98000001707

ACCOUNT NO. : 072100000032

REFERENCE : 952338 11654A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 4, 1998

ORDER TIME : 11:37 AM

ORDER NO. : 952338-005

CUSTOMER NO: 11654A

CUSTOMER: Judy Baxter, Legal Asst
HOLTZMAN KRINZMAN EQUELS &
FURIA
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

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DOMESTIC FILING

NAME: NETWORK CARGO SYSTEMS
WORLDWIDE, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

L98-1707

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ARTICLES OF ORGANIZATION FOR
NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Mailing address:
c/o New Southways, Inc.
P.O. Box 520827
Miami, Florida 33152-0827

Street address:
c/o New Southways, Inc.
5600 N.W. 36th Street
Suite 500
Miami, Florida 33152

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers who shall serve as the managers of the Limited Liability Company until the first meeting of members or until their successor(s) are elected and qualified, and whose names and addresses are as follows:

Claude Bijaoui
5600 N.W. 36th Street
Suite 500
Miami, Florida 33152

Rafael Montero de Espinosa
500 Fifth Avenue
Suite 424
New York, N.Y. 10010

Francisco Rodriguez
5600 N.W. 36th Street
Suite 500
Miami, Florida 33152

Capt. Alberto Abed
500 Fifth Avenue
Suite 424
New York, N.Y. 10010

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ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be as determined in accordance with the Regulations of the Limited Liability Company.

ARTICLE VI - Members' Rights to Continue Business:

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as determined in accordance with the Regulations of the Limited Liability Company.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C.

2. The name and address of the registered agent and office is:

HKE&F Registered Agent Corp.
2601 S. Bayshore Drive
Suite 600
Miami, FL 33133

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointments as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating 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:
HKE&F Registered Agent Corp.

Arthur J. Furia, V.P.
By: Arthur J. Furia, Vice President

August 31, 1998
Date

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members or authorized representative of a member of NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C. depose and say:

- (1) the above named Limited Liability Company has at least one (1) member;
- (2) the total amount of cash contributed by the member(s) is: \$ 300,000 .
- (3) if any, the agreed value of property other than cash contributed by member(s) is: \$ 550,000 . (shareholder loans)
- (4) the total amount of cash or property anticipated to be contributed by member(s) is \$ 850,000 . This total includes amounts from 2 and 3 above.

MEMBER:

New Southways, Inc., a Florida corporation

Claude Bijaoui, President

STATE OF FLORIDA
COUNTY OF DADE

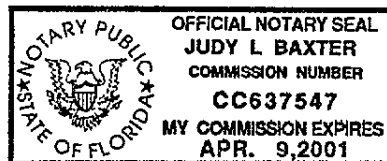
1st THE FOREGOING INSTRUMENT was acknowledged before me on this 1st day of September, 1998, by Claude Bijaoui, as President of New Southways, Inc., a Florida corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Judy L. Baxter

Print: JUDY L. BAXTER

My commission expires:



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