



L98000001707

ACCOUNT NO. : 072100000032

REFERENCE : 103242 11654A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ ~~43.75~~ 165.00

ORDER DATE : January 19, 1999

ORDER TIME : 10:27 AM

ORDER NO. : 103242-005

400002745984--7

CUSTOMER NO: 11654A

CUSTOMER: Judy Baxter, Legal Asst
Holtzman Krinzman Equels &
2601 South Bayshore Drive
Suite 600
Miami, FL 33133

DOMESTIC AMENDMENT FILING

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

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS: _____

FILED
99 JAN 19 PM 4:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L98-1707

Name	Patricia Pigato
Availability	1-20
Date	1-20
Signature	[Signature]
Notary	[Signature]
Witness	[Signature]
Verifier	[Signature]



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 19, 1999

JANICE VANDERSLICE
CSC

RESUBMIT

Please give origin.

SUBJECT: NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C.
Ref. Number: L98000001707

We have received your document for NETWORK CARGO SYSTEMS WORLDWIDE, L.L.C. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

The fee to file the amendment is \$52.50.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 599A00002422

FILED

99 JAN 19 PM 4: 30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 20 AM 11: 24
DIVISION OF CORPORATIONS

AMENDED AND RESTATED
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

Concepcion Abed Schaiban
5600 N.W. 36th Street
Suite 500
Miami, Florida 33152

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: \$300,000.00;
- (3) if any, the agreed value of property other than cash contributed by member(s) is: \$500,000.00 (shareholder loans);
- (4) the total amount of cash or property anticipated to be contributed by member(s) is \$850,000.00. This total includes amounts from 2 and 3 above.

MEMBER:

New Southways, Inc., a Florida corporation

Arthur J. Furia
Arthur J. Furia, authorized representative

STATE OF FLORIDA
COUNTY OF DADE

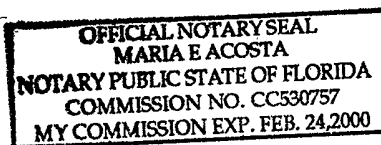
THE FOREGOING INSTRUMENT was acknowledged before me on this 18 day of January, 1999, by Arthur J. Furia, an authorized representative of New Southways, Inc. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: Maria E. Acosta

Print: MARIA E. Acosta

My commission expires:



**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.

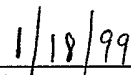
2. The name and address of the registered agent and office is:

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.


By: Arthur J. Faria, Vice President


Date