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April 5, 2002

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32301-2412

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Attn.: New Filing Section

Dear Sirs:

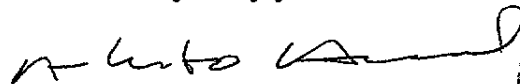
Please find enclosed herewith an original and two copies of the Articles of Incorporation of

Miami International Association of Couriers & Carriers, Inc.
(a Not For Profit corporation)

and a check for \$ 92.75 in favor of the Department of State, in order to file such document. Please provide the undersigned with one certified copy of the Articles of Incorporation and one stamped copy.

The name has not been reserved, but an inquire was made, with the result that at the time the inquire was made the name was available.

Very truly yours,



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR - 9 PM 1:42

F. CHESSE

APR 16

ARTICLES OF

INCORPORATION OF

MIAMI INTERNATIONAL ASSOCIATION OF

COURIERS & CARRIERS, INC.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
02 APR -9 PM 1:42

The undersigned incorporator, a natural person 18 years of age or older, in order to form a Not-for-Profit corporate entity in compliance with the Florida Statutes, Chapter 617, adopts the following articles of incorporation, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

NAME

The name of the corporation is Miami International Association of Couriers & Carriers, Inc., and may also use the acronym MIACC Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1940 NW 82nd Avenue, Miami, Florida 33126-1012.

ARTICLE III
PURPOSES

The Corporation is organized exclusively for the following purposes:

- (i) To cement and solidify friendly relations between individual couriers and carriers' companies; to foster goodwill and understanding between individual independent couriers and carriers' companies and the entire trade; to provide a meeting place and an opportunity for individual couriers and carriers companies to discuss the various problems concerning the ownership, operation, and control of couriers and carriers' companies; to hold discussions of general interest to individual couriers and carriers' companies; to acquire, assemble, preserve, and disseminate valuable business information to the membership and thereby improve trade relations among individual couriers and carriers' companies.
- (ii) To promote and advance the mutual interests of its Members engaged in the couriers and carriers' business; without limiting the generality of the

foregoing, to associate its Members together in such fashion that their united efforts in fostering the interests of the couriers and carriers business will result in tangible improvements inuring to their common good, betterment, and welfare; to define and set forth standards of ethical practices throughout the industry and evolve plans for compliance therewith by Members and others; to devise means of securing, classifying, and disseminating among its Members trade, credit, and other information vitally important in the conduct of the couriers and carriers' business and their own enterprises; to eliminate unfair competition and unfair business practices in the couriers and carriers business; to foster exchange of ideas between its Members; to hold meetings and provide thereat discussion panels on various phases of the industry; and to have its Members cooperate with each other in every possible way for the general welfare of one another

- (iii) To consider and deal with common intra-industry problems of management, such as those involved in the distribution, employment, and financial functions of the couriers and carriers business; to promote activities aimed at enabling the industry to conduct itself with the greatest efficiency and economy; to promote free intercourse among its Members and to give proper consideration and expression of opinion upon questions affecting the industry; to adopt standards of conduct and operation for the industry and by

lawful means secure and obtain compliance therewith by its members and other persons, firms, or corporations engaged in the industry;

- (iv) To provide services to its Members which they could not individually obtain including, but not limited to group life insurance, health insurance, and managed disability and workers' compensation benefits.
- (v) To provide a clearing house of drivers' resumes', driving and work records to assist Members in locating qualified employees.
- (vi) To provide Members with ready access to information relating to the applicable laws which may affect the couriers and carriers' services industry, including driving laws, insurance requirements, roadway usage fees, cargo content limitations and Customs Regulations
- (vii) To provide Members with information regarding proposed legislation which may have an effect on the industry. However, nothing contained herein shall be construed as allowing the Corporation to engage in any act which may be construed as an attempt to influence legislation.

and to do all such lawful acts and things necessary or proper to promote the improvement

of business conditions of the couriers and carriers business and for the accomplishment of any objects herein set forth or which shall be recognized as proper and lawful objectives of a trade association; all of which shall be consistent with applicable law and the public interest, as well as the interest of this industry and trade.

To this end, the Corporation shall at all times be operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE IV

POWERS

The Corporation shall have all the powers granted upon corporations not for profit as provided by general law, and specifically as set forth by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1986 under which the Corporation chooses to qualify for

exemption, as the same now exists, or as it may be amended from time to time.

ARTICLE V

EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, Directors, officers, or others private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- (ii) No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

- (iii) Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VI

DURATION

The duration of the corporate existence shall be perpetual, from and after the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, unless dissolved according to law.

ARTICLE VII

MEMBERSHIP

Membership shall be limited to those corporations who have met the criteria for Membership as established by the Board of Directors. The Corporation shall have Members who shall have such qualifications, rights, and privileges as shall be provided in the Bylaws of the Corporation. The manner of the Members' admissions and the membership maintenance rules shall be set out in the Corporation's Bylaws.

The Corporation shall have only one class of Members.

The Corporation shall neither have nor issue any capital stock. However, each Member shall be entitled to receive a non-redeemable, non-transferable and non-dividend bearing Membership Certificate and to vote in the Members' meetings as long as it is a Member in

Good Standing.

ARTICLE VIII

MEMBER'S VOTING RIGHTS

The Corporation shall have only one class of voting membership for purposes of electing Directors. In addition to the right to vote for Directors, the Members shall be allowed to vote in the following events:

- (i) Amendment of the Articles of Incorporation
- (ii) The dissolution of the corporation
- (iii) Other issues provided for in these Articles and the Bylaws.

ARTICLE IX

BOARD OF DIRECTORS

The management of the affairs of the Corporation shall be at all times vested in a Board of Directors, whose operations in governing the Corporation shall be defined by statute and in the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The number of Directors constituting the first Board of Directors is nine, their names and addresses being as follows:

Names	Addresses
Ximena Franco	1940 NW 82 nd Avenue Miami, Fl. 33126-1012
Antonio Matos Jr.	7247 NW 54 th Street Miami, Fl. 33166
Carlos Sieveking	4405 NW 73 rd Avenue Miami, Fl. 33166
Javier Pavón	7227 NW 32 th Street Miami, Fl. 33122
Humberto Useda	2025 NW 102 Avenue, Suite 104 Miami, Fl. 33172
Rick Nuskowski	2101 NW 82 nd Avenue Miami, Fl. 33126
Jaime Basagoitia	7801 NW 37 Street Miami, Fl. 33166
Hilda Lizzi	8256 NW 30 th Terrace Miami, Fl. 33122
Gianfranco Tassi	8860 NW 18 Terrace Miami, Fl. 33172

The initial members of the Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in these Articles and the Bylaws.

The initial Directors may be reelected, in that event, the first year shall be count as the first year of the three years' term.

ARTICLE X

MANNER OF ELECTION OF DIRECTORS

The Directors shall be elected by the Members at each annual meeting for a three-year term, except for the initial Board of Directors. If elected, they shall not be available for reelection for a second immediate term, although they may be elected two years after the end of their previous term.

At the first annual meeting the whole of the Directors shall retire from office; and at the first annual meeting and at each annual meeting in every subsequent year, one third of the Directors for the time being shall retire from office.

The one third to retire during the first and second years ensuing the first annual meeting of the Corporation shall, unless the Directors agree amongst themselves, be determined by ballot. In every subsequent year the one-third who have been longest in office shall retire.

The Members of the Corporation, at each annual meeting at which any Directors shall retire in the aforesaid manner, shall fill up the vacated offices by electing a like number of persons.

The Members shall recommend persons as eligible for election as Directors at each annual meeting of Members, and no other person shall be eligible for election as a Director except that a Member may, by giving notice in writing propose a person as eligible for election as Director provided that in all cases such notice in writing is

- (i) signed by a Member who is qualified to attend and vote at the annual Meeting.
- (ii) includes a notice in writing signed by the person as eligible for election as Director confirming his or her willingness so to be elected.
- (iii) delivered to the Principal Office of the Corporation not less than three days nor more than twenty-one days before the annual meeting at which the proposed election of Directors shall be considered.

The Members of the Corporation may from time to time, in general meeting, increase or decrease the number of Directors always provided that in any such increase or decrease the number of Directors to be elected it may also determine in what rotation such increase or reduced number is to go out of office.

The Directors shall have power at any time, and from time to time to elect any person to be a Director to fill a casual vacancy left by a Director; but any person so chosen shall retain his or her office so long as the vacating director would have retained the same if no vacancy had occurred.

The Members of the Corporation may in general meeting remove any Director before the expiration of his or her period of office notwithstanding anything in these Articles or in the Bylaws. Such removal shall be without prejudice to any claim such Director may have

against the Corporation. The Members shall elect another person in place of the Director removed from office.

ARTICLE XI

EXECUTIVE COMMITTEE.

The Corporation shall have an Executive Committee, and it shall have and exercise such of the powers of the Board of Directors, during the period of time between meetings of the Board of Directors and while the Board is not in session.

The authority to manage the affairs of the Corporation shall be vested in the Executive Committee including, without limiting the generality of the foregoing, powers to do any and all acts and things and to execute and deliver all necessary or appropriate contracts, conveyances, and legal documents in the name of the Corporation, and including powers to delegate any and all such functions to one or more officers of the Corporation and to prescribe the powers and duties of the officers of the Corporation.

The members of the Executive Committee shall be, the Chairman, the President, the Vice President, the Secretary, and the Treasurer, and shall hold office from the date of their election until the next annual meeting of the Board of Directors or until their successors shall have been duly elected and qualified.

Three members shall constitute a quorum for the transaction of business. Meetings may be called by the Chairman or by three members.

The Executive Committee shall appoint such employees as may be necessary to conduct the business of the Corporation; they may act on behalf of the Corporation in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their actions at each regular or special meeting called for the purpose.

The initial members of the Executive Committee of the Corporation shall be:

Chairman	Gianfranco Tassi	8860 NW 18 Terrace Miami, Fl. 33172
President	Rick Nuskowski	2101 NW 82 nd Avenue Miami, Fl. 33126
Vice President	Jaime Basagoitia	7801 NW 37 Street Miami, Fl. 33166
Secretary	Ximena Franco	1940 NW 82 nd Avenue Miami, Fl. 33126-1012
Treasurer	Hilda Lizzi	8256 NW 30 th Terrace Miami, Fl. 33122

ARTICLE XII

BYLAWS

The Board of Directors shall have the power to make such Bylaws as it may deem proper for the management of the affairs of the Corporation. Such Bylaws shall further prescribe the authority under which conveyance or encumbrance of all or any part of the corporate property may be made, and the person or persons who shall be authorized to execute the instruments of conveyance and encumbrance.

The Board of Directors is the only authorized to make, alter, amend, or repeal the Bylaws of the Corporation, with a vote of no less than 85% of the qualified members of the Board of Directors.

ARTICLE XIII

OFFICERS

The Corporation shall have such officers selected from among their Directors as may from time to time be prescribed by the Bylaws. Their terms of office and the manner of their designation or selection shall be determined according to the Bylaws in effect.

The first Officers of the Corporation shall be:

Chairman	Gianfranco Tassi	8860 NW 18 Terrace Miami, Fl. 33172
President	Rick Nuskowski	2101 NW 82 nd Avenue Miami, Fl. 33126
Vice President	Jaime Basagoitia	7801 NW 37 Street Miami, Fl. 33166
Secretary	Ximena Franco	1940 NW 82 nd Avenue Miami, Fl. 33126-1012
Treasurer	Hilda Lizzi	8256 NW 30 th Terrace Miami, Fl. 33122

ARTICLE XIV
PERSONAL LIABILITY

No Member, Officer, or Director of this corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the Members, Officers, or Directors be subject to the payment of the debts or obligations of the Corporation.

The Directors of the Corporation shall not be personally liable to the Corporation or its Members for or with respect to any acts or omissions in the performance of his or her duties, as a Director, except liability:

- (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law;
- (iii) or the types of liability set forth in the Florida Non For Profit Corporation Act Section 617.0834 or
- (iv) for any transaction from which the director received an improper personal benefit.

Any repeal or modification of this Article XIV shall be prospective only and shall not adversely affect any limitation on the liability of a Director of the Corporation with respect

to any act or omission occurring prior to the effective date of such repeal or modification.

If the Florida Not For Profit Corporation Act is amended, after these Articles of Incorporation become effective, to authorize corporate action further eliminating or limiting the liability of directors, then, without further corporate action, the liability of a director of the Corporation, in addition to the limitation on liability provided herein, shall be limited to the fullest extent permitted by the Florida Not For Profit Corporation Act, as so amended.

ARTICLE XV

INDEMNIFICATION

The Directors and Officers of the Corporation shall be indemnified by the Corporation to the fullest extent permissible under the laws of the State of Florida. The Board of Directors may authorize the Corporation to pay, or cause to be paid by means of insurance or otherwise, any judgment or fine rendered or levied against a present or former director, officer, employee, or agent of the Corporation in an action brought against such person to impose a liability or penalty for an act or omission alleged to have been committed by such person while a director, officer, employee, or agent of the Corporation, provided that the Board of Directors shall determine in good faith that such person acted in good faith and without willful misconduct or gross negligence for a purpose which he or she reasonably believed to be in the best interests of the Corporation. Payments authorized

hereunder include amounts paid and expenses incurred (including attorneys' fees) in satisfaction of any liability or penalty or in settling any action or threatened action, but in no event shall this Article permit payment of any amount, payment of which would give rise to any liability for taxes or penalties under the Internal Revenue Code of 1986, as amended, if the corporation is at such time a private foundation.

ARTICLE XVI

DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XVII

INCORPORATOR

The incorporator of the Corporation is Ximena Franco of 1940 NW 82nd Avenue, Miami, Florida 33126-1012.

ARTICLE XVIII

REGISTERED AGENT

The name and Florida street address of the Registered Agent is: Ximena Franco of
1940 NW 82nd Avenue, Miami, Florida 33126-1012.

ARTICLE XIX

INITIAL MEMBERS

The initial Members of the Corporation are:

Name	Address
Fast Pack Corporation	7311 NW 12 th Street, Suite 12 Miami, Fl. 33126-1925
Express Courier Service Inc.	8424 NW 56 th Street Miami, Fl. 33166
World Courier Inc.	2882 NW 79 Avenue Miami, Fl. 33122
Ocasa Inc.	1717 NW 82 nd Avenue Miami, Fl. 33126
U. S. Express International Inc.	8226 NW 14 Street Miami, Fl. 33126-1502
United Express Courier	7300 NW 34 th Street Miami, Fl. 33122
AAA Systems of Florida Inc.	1641 NW 79 Avenue Miami, Fl. 33126

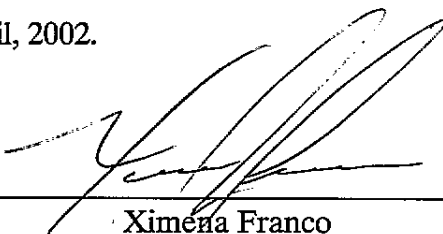
Columbia Courier	7223 NW 43th Street Miami, Fl. 33166
XL Worldwide Corporation	10570 NW 37 th Terrace Miami, Fl. 33178
Global Delivery Systems	7331 NW 35 th Street Miami, Fl. 33122
M & M Worldwide Inc.	1940 NW 82 nd Avenue Miami, Fl. 33126-1012
Superior International Logistics Inc.	7247 NW 54 th Street Miami, Fl. 33166
All Carrier Inc.	4405 NW 73 rd Avenue Miami, Fl. 33166
Air Facility Wholesale Inc.	7227 NW 32th Street Miami, Fl. 33122
Super Fast Services Corp.	2025 NW 102 Avenue, Suite 104 Miami, Fl. 33172
Skyworld International Couriers Inc. d/b/a Skynet Worldwide Express	2101 NW 82 nd Avenue Miami, Fl. 33126
Trans-Express Inc.	7801 NW 37th Street Miami, Fl. 33166
Trans-Air Systems Inc.	8256 NW 30 th Terrace Miami, Fl. 33122
Overseas Courier Service Inc.	8860 NW 18th Terrace Miami, Fl. 33172
A-1 Express International Inc.	1200 NW 78th Avenue Miami, Fl. 33126

ARTICLE XX
AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed; and, other provisions that might, under the Statutes of the State of Florida at the time in force, be lawfully contained in articles of incorporation may be added or inserted, upon the vote of a two-thirds (2/3) majority of the Members voting on any proposed amendment, that at that time are in good standing and entitled to vote, and all rights at any time conferred upon the Members of the Corporation by these Articles of Incorporation are subject to the provisions of this Article XX.

The term "these Articles of Incorporation" as used herein and in the Bylaws of the Corporation shall be deemed to mean these Articles of Incorporation as from time to time amended and restated.

IN WITNESS WHEREOF, I have signed these ARTICLES OF
INCORPORATION on this fourth day of April, 2002.



Ximena Franco

STATE OF FLORIDA)
) ss.:
COUNTY OF MIAMI-DADE)

This is to certify that on this 4th day of April, 2002 before me, the

subscriber, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared, Ximena Franco to me known, to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and Notarial Seal the day and the year last above written.



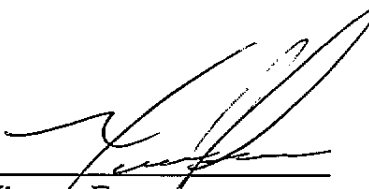
Alberto Amoros
Notary Public
State of Florida

In compliance with the Florida Not For Profit Corporation Act, the following is submitted:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR -9 PM 1:42

First, That Miami International Association of Couriers & Carriers, Inc., desiring to organize under the Florida Not For Profit Corporation Act, has named Ximena Franco whose street address is 1940 NW 82nd Avenue, Miami, Florida 33126-1012, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping the registered office open, and I accept the obligations of section 617.0503 F. S.



Ximena Franco
Registered Agent

Dated: this 4th day of April of 2002.

