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FLORIDA PROFIT/NON PROFIT CORPORATION**AMERICAN CARGO ALLIANCE, INC.**

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**ARTICLES OF INCORPORATION
OF
AMERICAN CARGO ALLIANCE, INC.**

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I

NAME

The name of the Corporation is American Cargo Alliance, Inc.

Article II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 10880 N.W. 27th Street, Suite 200, Doral, Florida 33172.

Article III

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

Article IV

DURATION

The duration of the Corporation is perpetual.

Article V

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To promote, serve and protect the common business interests of Ocean Transportation Intermediaries under the Shipping Act of 1984, as amended by the Ocean Shipping Reform Act of 1998.
- B. To increase negotiating power and obtain lower freight rates by aggregating ocean cargo and generating sufficient volumes to enter into service contracts with vessel operating common carriers in accordance with the Shipping Act of 1984, as amended by the Ocean Shipping Reform Act of 1998.
- C. To encourage, promote and maintain the highest level of professionalism in the ocean shipping industry.
- D. To maintain a standard of integrity and efficiency that best promotes and protects the interest of shippers and importers, and federal, state, county and municipal governments, in the equitable and efficient administration of import and export laws and regulations.
- E. To provide efficient and reliable ocean transportation to shippers and importers.
- F. To promote the growth and development of United States exports through efficient and reliable ocean transportation.
- G. Enhance public and government awareness of the importance that Ocean Transportation Intermediaries play in meeting national and local transportation and security needs.
- H. Foster and promote a legislative and regulatory climate conducive to the interests of Ocean Transportation Intermediaries.
- I. To receive and administer funds for the purposes of developing and maintaining software and databases to organize and manage contracts with vessel operating common carriers.
- J. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to own, hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- K. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article VI

POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles.

Article VII

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 Article V (Purposes) hereof.

Article VIII

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. Qualification for membership in the Corporation, the manner of Members' admission and membership voting rights shall be provided for in the Bylaws. The name and address of each initial Voting Member is as follows:

Atlantic Consolidators, Inc.	10880 N.W. 27 th Street, Suite 200 Doral, Florida 33172
Interport Services, Inc.	2000 N.W. 84 th Avenue Doral, Florida 33122
Kelly Global Logistics, Inc.	540 West 20 th Street Hialeah, Florida 33010
Tri-Star Freight Forwarding Corp.	6950 N.W. 12 th Street Miami, FL 33126
Worldwide Cargo Express, Inc.	6940 N.W. 12 th Street Miami, Florida 33126

Article IX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 10880 N.W. 27th Street, Suite 200, Doral, Florida 33172, and the name of its initial Registered Agent at that address is Ali A. Germi.

Article X

INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is five (5). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3) Trustees, and, in the absence of any such determination, shall be three Trustees. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and addresses of the initial Trustees to hold office until the first annual meeting of members and until their successors have been elected and qualified are as follows:

Name	Address
Ali A. Germi	10880 N.W. 27 th Street, Suite 200 Doral, Florida 33172
Alberto J. Mariño	2000 N.W. 84 th Avenue Doral, Florida 33122
Humberto De Lara	540 West 20 th Street Hialeah, Florida 33010
Joyce Rodriguez	6950 N.W. 12 th Street Miami, FL 33126
Betty Hernandez	6940 N.W. 12 th Street Miami, Florida 33126

Article XI

OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in

the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws). The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
Ali A. Germi	10880 N.W. 27 th Street, Suite 200 Doral, Florida 33172	President
Joyce Rodriguez	6950 N.W. 12 th Street Miami, FL 33126	Vice President
Alberto J. Mariño	2000 N.W. 84 th Avenue Doral, Florida 33122	Vice President
Betty Hernandez	6940 N.W. 12 th Street Miami, Florida 33126	Secretary
Humberto De Lara	540 West 20 th Street Hialeah, Florida 33010	Treasurer

Article XII

INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
Ali A. Germi	10880 N.W. 27 th Street, Suite 200 Doral, Florida 33172
Alberto J. Mariño	2000 N.W. 84 th Avenue Doral, Florida 33122

Article XIII

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

Article XIV

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Article XV

INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Trustees of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article XVI

COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

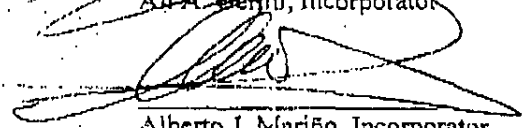
Article XVII

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. The Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned have signed have signed these Articles of Incorporation on this 6th day of March 2009.


Ali A. Bermu, Incorporator


Alberto J. Mariño, Incorporator

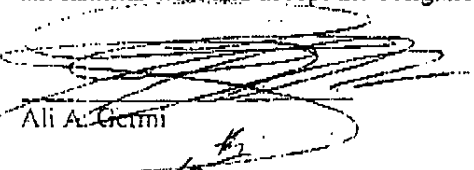
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is American Cargo Alliance, Inc.
2. The name and address of the registered agent and office is:

Ali A. Germi
10880 N.W. 27th Street, Suite 200
Doral, Florida 33172

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.


Ali A. Germi

Dated: March 6, 2009.