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MIAMI, FLORIDA 33283-0310

FILE NO:

TELEPHONE 592-0036  
AREA CODE 305

March 24, 2000

Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314-6327200003185892--9  
-03/27/00--01136--001  
\*\*\*\*122.50 \*\*\*\*78.75

Re: Fiallo Logistics, Inc. - Articles of Incorporation

Ladies &amp; Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for the captioned named entity.

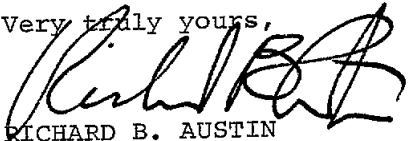
I further enclose my Law Account check No. 1632 payable to the order of the Secretary of State/Division of Corporations in the amount of \$122.50 in payment of the various fees for the filing of this corporation document and for a certified copy of the articles when filing and approval has been completed.

Please note the designation of and the acceptance by the registered agent is incorporated in the articles.

If you are in need of additional information or I have miscalculated the fees and charges please advise at the telephone number listed in the letterhead.

As always the courtesy and cooperation of your office is greatly appreciated by my client and this office.

Very truly yours,



RICHARD B. AUSTIN

RBA:jb

Encls.: (3)

cc: Pedro Fiallo, President

FILED  
00 MAR 27 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA3-30  
WC

ARTICLES OF INCORPORATION

of

FIALLO LOGISTICS, INC.

FILED  
00 MAR 27 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of the corporation shall be:

FIALLO LOGISTICS, INC.

ARTICLE II - PRINCIPAL OFFICE:

The principal place of business and mailing address of this corporation shall be:

PMB 390, 13800 SW 8th Street, Miami, FL 33184

ARTICLE III - SHARES:

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Hundred (100) shares of common stock  
having a par value of Ten and NO/100\*\*\*  
(\$10.00)\*\*\*Dollars per share.

ARTICLE IV - NATURE OF BUSINESS:

The general nature of the business to be transacted by this corporation is:

Any activity or business permitted under the laws  
of the United States of America and the State of  
Florida.

ARTICLE V - TERM OF EXISTENCE:

The term of existence for this corporation is:

This corporation shall exist perpetually.

ARTICLE VI - INITIAL STOCK:

The amount of capital with which this corporation will begin business is:

Five Hundred and NO/100\*\*\*(\$500.00)\*\*\*Dollars.

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ARTICLE VII - DIRECTORS:

This corporation shall have not less than one (1) director initially, and never more than twelve (12) directors. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS:

The names, positions and post office addresses of the members of the first Board of Directors and officers of the corporation designated by the First Board of Directors are:

President, Treasurer & Director, Pedro Fiallo  
Vice President & Secretary, Isabel P Fiallo  
Address of both: PMB 390, 13800 SW 8th Street, Miami, FL 33184

ARTICLE IX - SUBSCRIBERS:

The names and post office addresses of the subscribers to these Articles of Incorporation are:

Pedro Fiallo, PMB 390, 13800 SW 8th Street, Miami, FL 33184

ARTICLE X - INDEMNITY:

The corporation shall indemnify any director, officer or employee or any former director, officer or employee of the corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it holds shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by said director, officer or employee in connection with the defense of any action, suit or proceeding in which said person is made a part by reason of being or having been such a director, officer or employee, except in relation to matters as to which said person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of said person's duty. The corporation may also reimburse to any director, officer or employee the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under any By-law agreement, vote of shareholders or otherwise.

ARTICLE XI - SPECIAL POWERS:

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This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the stockholders is subject to this reservation.

The initial By-Laws of this corporation shall be adopted by the directors. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any By-Laws adopted by the stockholders.

Ownership of corporation stock shall not be required to make any person eligible to hold office either as an officer or a director of the corporation.

The stockholders may, by By-Law provision or by stockholders agreement, recorded in the corporate records, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as the stockholders may see fit.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless the stockholder or director shall make an objection at such meeting as to any defect or insufficiency of notice or the terms of the notice.

Any stockholder, director or employee may engage, directly or indirectly, in dealings with the corporation as either a creditor or debtor as long as that individual, prior to the commencement of the conduct leading to or creating this relationship provided there has been full disclosure of the interest and the nature of the potential conflict to the Board of Directors or at a meeting of the stockholders prior to the commencement of the course of conduct or action which results in the appearance of a conflict of interest between the individual and the corporation. This clause is not intended to invalidate any transaction which would otherwise be valid under the common or applicable statutory law. It is intended that no stockholder or director shall benefit from any dealings with the corporation without the prior knowledge and consent of the other stockholders and directors of the corporation.

The Board of Directors is hereby authorized to make provision for the reasonable compensation to its members for their service as directors, and to fix the basis and conditions upon which compensation will be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XII - INITIAL REGISTERED AGENT:

The name and Florida street address of the initial registered agent are:  
Pedro Fiallo, Registered Agent, 3501 NW 46th Street, Miami, FL 33142

  
\_\_\_\_\_  
Initial Subscriber  
Pedro Fiallo

March 24, 2000

\_\_\_\_\_  
Date Signed

RICHARD B. AUSTIN, ATTORNEY AT LAW, MIAMI, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

I HEREBY CERTIFY that on this date, before me, a notary public duly authorized to take acknowledgments in the Stat and County afore-said, personally appeared Pedro Fiallo

to me known to be the person(s) described as the subscriber(s) in and who acknowledged to me the execution of the foregoing Articles of Incorporation and person(s) acknowledged before me that such execution was for the purpose of being a subscriber to the Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named this 24th day of March, ~~199~~ 2000.

\_\_\_\_\_  
Notary Public, State of Florida at Large  
My Commission Expires:

ACCEPTANCE OF APPOINTMENT

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 hareby 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.



\_\_\_\_\_  
As Registered Agent  
Pedro Fiallo

\_\_\_\_\_  
March 24, 2000  
Date Signed

RICHARD B. AUSTIN, ATTORNEY AT LAW, MIAMI, FLORIDA