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Pedro Scrvellon
3740 West 8 Lane
Hialeah, FL 33012

FILED
00 APR 16 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

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TEGUCIGALPA TRADE CARGO INC.

4/17
Informed client by letter
I removed the title Agent
from below signatures of Silvio
& Cesar and added the title
Director.

S. Thompson APR 17 2000

FILED
00 APR 10 PM 4:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I, NAME

The name of the Corporation shall be TEGUCIGALPA TRADE CARGO INC.

ARTICLE II, COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. This corporation's duration shall be perpetual.

ARTICLE III, PURPOSE

The corporation is being organized for the purpose of ALL THAT IS LEGAL IN THE STATE OF FLORIDA engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America , EXPORT AND IMPORT .

ARTICLE IV, CAPITAL STOCK

This corporation is authorized to issue one thousand (1000) shares of one dollar(s) (\$1.00) par value common Stock, which shall be designated "common shares."

ARTICLE V, PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as many be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI, TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any shares of the capital stock of this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares, without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend.

"THESE SHARES ARE HELD SUYBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE".

ARTICLE VII, INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Boards of Directors shall be three(3). The number of Directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

PEDRO SERVELLON:

3740 W 8 LANE
HIALEAH, FL 33012
PRESIDENT

CESAR KEYNE IRIAS:

3740 W 8 LANE
HIALEAH, FL 33012

VICE-PRESIDENT

SILVIO LISANDRO BULNES:

6700 SW 8 18 STREET
MIRAMAR, FL 33023

SECRETARY

ARTICLE VIII, INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

ARTICLE IX, PRICIPAL OFFICE & INITIAL REGISTERED OFFCE & AGENT

The address of the corporation's principal office and the address of this corporation's initial registered office shall be: 3740 W 8 Lane, Hialeah, Fl 33012.

The name of the individual who shall serve as this corporation's initial registered agent at that address is **PEDRO SERVELLON**.

ARTICLE X, INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: **PEDRO SERVELLON, 3740 W 8 Lane, Hialeah, Fl 33012.**

ARTICLE XI, AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Pedro Servellon

PRESIDENT



Cesar Keyne Irias

VICE-PRESIDENT

I hereby accept my designation as resident director and agree to serve as the resident director of **TEGUCIGALPA TRADE CARGO INC** hereby state that I am familiar with and accept the duties and responsibilities as registered director for **TEGUCIGALPA TRADE CARGO INC.**



TEGUCIGALPA TRADE CARGO INC

DIRECTOR

I hereby accept my designation as resident agent and agree to serve as the resident agent for **TEGUCIGALPA TRADE CARGO INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **TEGUCIGALPA TRADE CARGO INC.**



PEDRO SERVELLON
AGENT



CESAR KYENE IRIAS

DIRECTOR

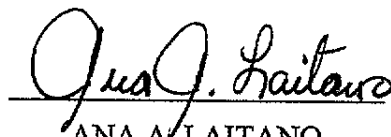


SILVIO LISANDRO BULNES

DIRECTOR

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

On the fourth(4) day of February , 2000, Pedro Servellon, Cesar Keyne Irias, and Silvio Lisandro Bulnes, designated above as the individuals who shall serve as the corporation's initial registered director and agents who are personally known to me, and/or produced a Florida driver's license as Identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledge signing these Articles of Incorporation of TEGUCIGALPA TRADE CARGO INC.



ANA A. LAITANO
NOTARY PUBLIC
STATE OF FLORIDA

