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TALLAHASSEE, FLORIDA

2000 MAY -3 PM 12:38

FLORIDA PROFIT CORPORATION OR P.A.

ZARAK LOGISTICS TRANSPORT, INC.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**H00000024591**ARTICLES OF INCORPORATIONOFZARAK LOGISTICS TRANSPORT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE INAME

The name of the corporation shall be Zarak Logistics Transport, Inc.

ARTICLE IIPRINCIPAL PLACE OF BUSINESS

The principal place of business shall be 631 S. W. Tamiami Boulevard, Miami, Florida 33144.

ARTICLE IIPURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- a) To transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- b) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

Gilbert Lee Sandler, Esq.
5200 Blue Lagoon Dr., #600
Miami, Florida 33126
(305) 267-9200
Florida Bar #121784

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H00000024591ARTICLE IVCAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time one thousand (1,000) shares of common stock, having a nominal or par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors, but in no event shall be less than \$.50.

ARTICLE VTERM

This corporation shall have perpetual existence.

ARTICLE VIREGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Gilbert Lee Sandler, Esq. of Sandler, Travis & Rosenberg, P.A., and the Registered Office shall be located at 5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126, or at such other place as the board of directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

ARTICLE VIIDIRECTORS

This corporation shall have not less than one (1) nor more than nine (9) directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida,

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shall hold office until their successors have been elected and qualified, are:

NAME

Lazaro R. Gonzalez

Enrique Zarak

ADDRESS631 S. W. Tamiami Blvd.
Miami, Florida 33144631 S. W. Tamiami Blvd.
Miami, Florida 33144ARTICLE VIIISUBSCRIBER

The name and street address of the subscriber of these Articles of Incorporation is Gilbert Lee Sandler, 5200 Blue Lagoon Drive, Suite 600, Miami, Florida 33126.

ARTICLE IXSPECIAL PROVISIO

Any action taken by the directors of this corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this corporation which is within their power taken at a meeting of such shareholders shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given

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to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting, in writing, and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as the unanimous vote of the shareholders and may be stated as such in any certificate or document filed with the Department of State of the State of Florida or any other governmental agency of any state, county or nation, or with any private organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the board of directors to be approved by less than a majority of said directors, or wherever a greater vote is required by law or in the By-Laws, by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders to be approved by less than a majority of said shareholders, or wherever a greater vote is required by law or in the By-Laws, by that vote.

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ARTICLE XINSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting any account, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or board of directors.

ARTICLE XIINDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XIITELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with

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law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons is used.

ARTICLE XIIIAMENDMENTS

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

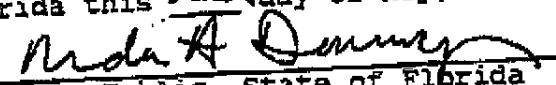
IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida this 2nd day of May, 2000.


GILBERT LEE SANDLER

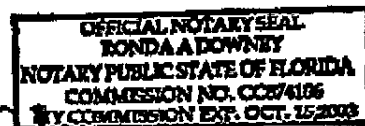
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, this day personally appeared Gilbert Lee Sandler, who is personally known to me or who produced _____ as identification, and who did not take an oath, to be the individual described in and who executed the foregoing Articles of Incorporation of Zarak Logistics Transport, Inc., and that he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 2nd day of May, 2000.


Notary Public, State of Florida
Printed Name: Ronda A. Downey

My commission expires:

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MAY-02-2000 18:00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE ACCEPTING DESIGNATION
AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as
Registered Agent of Zarak Logistics Transport, Inc., and agree to
serve as its agent to accept service of process within this State
as its Registered Office.


GILBERT LEE SANDLER

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