

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000063407

Transworld Logistics, Inc.

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*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	<u>Cert</u>
<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input type="checkbox"/>	Certificate of Good Standing	
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
<input type="checkbox"/>	Fictitious Search	
<input type="checkbox"/>	Fictitious Owner Search	
<input type="checkbox"/>	Vehicle Search	
<input type="checkbox"/>	Driving Record	
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<input type="checkbox"/>	Courier	

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN 29 PM 1:22

FILED

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUN 28 AM 11:58

RECEIVED

T. Burch

JUN 29 2000

Signature

Requested by:

CM

6/28

10:34

Name

Date

Time

Walk-In

Will Pick Up



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 28, 2000

CAPITL CONNECTION, INC.
417 E. VIRGINIA STREET STE 1
TALLAHASSEE, FL 32302

SUBJECT: TRANSWORLD LOGISTICS, INC.
Ref. Number: W00000016543

We have received your document for TRANSWORLD LOGISTICS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 300A00036629

ARTICLES OF INCORPORATION

OF

TRANSWORLD LOGISTICS, INC.

FILED
00 JUN 29 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, has executed the following document as incorporator of the above-named corporation, a corporation organized under the law of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I.

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida and shall have perpetual existence.

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted and carried out by Andino Logistics, Inc., are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, to wit: To engage in and transact any and all lawful business.

Said corporation shall further have the following powers:

1. To have perpetual succession by its corporate name;
2. To sue and be sued, complain, and defend in its corporate name and in all actions or proceedings;
3. To purchase, take receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
4. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

5. To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute 607.141;
6. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, use, employ, sell, mortgage, lend pledge or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, government district, or municipality or of any instrumentality thereof;
7. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its franchises and income;
8. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;
9. To conduct business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;
10. To select or appoint officers and agents of the corporation and define their duties and fix their compensation;
11. To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state;
12. To make donations for the public welfare or for charitable, scientific, or educational purposes;
13. To transact any lawful business which the board of directors shall find will be in aid of governmental policy;
14. To pay pensions and establish general plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any of the directors, officers and employees of its subsidiaries;
15. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;
16. To have and exercise all powers necessary or convenient to effect its purposes;

17. To indemnify any person who, by reason that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have the authority to issue is the total sum of 1,000 shares, having an individual par value of \$0.01.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one class of stock issued by this corporation.

ARTICLE V

The street address of the initial registered office and the name of the initial Registered Agent of this Corporation shall be:

Barry T. Lieber, Esq.
2250 S.W. Third Avenue,
Third Floor
Miami, FL 33129

ARTICLE VI

The Initial Board of Directors and Officers shall consist of a total of two (2) persons and the name and address of the persons who are to serve as initial directors and officers are as follows: Orlando Quesada and Hector Jimenez.

ARTICLE VII

The address of the principal office of this corporation is:

19380 Collins Ave., Suite 1703
Sunny Isles Beach, FL 33160

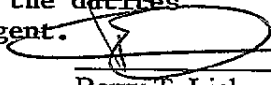
ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Barry T. Lieber, Esq.
2250 S.W. Third Ave., #300
Miami, FL 33129
(305) 860-0440

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23 day of June, 2000.

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.


Barry T. Lieber, Esq.
Registered Agent

STATE OF FLORIDA)


COUNTY OF MIAMI/DADE)

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Barry T. Lieber, who is personally known to me and is the person who executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal in the state and county aforesaid, this 23 day of June, 2000.


NOTARY PUBLIC, STATE OF
FLORIDA AT LARGE

My commission expires:

 Jessica Barriel
My Commission CC658618
Expires June 24, 2001

FILED

00 JUN 29 PM 1:22

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said act;

First, that Andino Logistics, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation, situated in Broward County, State of Florida has named Barry Lieber, located in the City of Miami, County of Miami/Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Barry T. Lieber