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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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00 JUL 20 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TRANSPORTES ATLANTICO, U.S.A. INC.
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	For Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input checked="" type="checkbox"/>	Limited Partnership
<input checked="" type="checkbox"/>	Reinstatement
<input checked="" type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF INCORPORATION OF
TRANSPORTES ATLANTICO, U.S.A. INC.**

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**ARTICLE I
NAME**

The name of this corporation is TRANSPORTES ATLANTICO U.S.A. INC.

**ARTICLE II
EXISTENCE**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE - III
PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issued 100 shares of TEN Dollars (\$10.00) par value common stock which shall be designated as "Common Shares". The total initial capital is \$ 1,000.00.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every Shareholder, upon the offer for sale for cash of any stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, or the price that may be set by the Board of Directors, which ever is lowest.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 155 N.W. 96 TERRACE, #306, PEMBROKE PINES, FLORIDA 33024 and the name of the initial registered agent of this corporation at that address is ALEXIS CASTRO.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This corporation shall have at least ONE Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the rules set in the bylaws; however, there shall never be less than two Directors nor more than five. The name and address of initial Board of Directors of the Corporation is:

EDGARDO LOPEZPRESIDENT
ALEXIS CASTRO SECRETARY

The principal office of the corporation is as follows: 155 N.W. 96 TERRACE, #306, PEMBROKE, FLORIDA 33024

ARTICLE VIII
INCORPORATION

The names of the shareholders of the corporation are as follows:
EDGARDO LOPEZ, takes 50% of the total shares of the corporation,
ALEXIS CASTRO takes 50% of the total shares of the corporation.

ARTICLE IX
INDEMNIFICATION

The corporation shall indemnify any Officer or Director, to the full extent permitted by law.

ARTICLE X
AMENDMENTS

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, by a MAJORITY of Votes of all Shareholders.

ARTICLE XI
CORPORATE BUY-OUT

Dissenting shareholders have the right to sell their shares back to the corporation at a fair price, and the corporation has the obligation to purchase such shares. The obligation of the corporation will only cease if the purchase would render the corporation insolvent or so substantially reduce its assets as to make its operation impossible.

ARTICLE XII
ARBITRATION

Any dispute among shareholders will be resolved by arbitration in accordance with the rules of the American Arbitration Association by an arbitrator that will be chosen by the non-disputing shareholders. If they cannot appoint one within one week of the request the arbitrator will be the Corporation's Legal Counselor. The decision of the arbitrator will be final.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 18th day of July of 2000.



EDGARDO LOPEZ
PRESIDENT



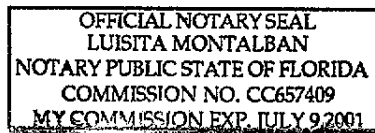
ALEXIS CASTRO
SECRETARY

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above Personally appeared EDGARDO LOPEZ, , PRESIDENT OF THE ABOVE CORPORATION and ALEXIS CASTRO SECRETARY OF THE SAME; known to be and known by me to be the persons who executed the foregoing Articles of the Incorporation, and they acknowledged before me that they executed those Articles of Incorporation. IN WITNESS WHEREOF, have set my hand and seal in the State and County above, this 18th day of July of 2000.



NOTARY PUBLIC




In compliance with Section 48.091, Florida Statutes. The following is submitted:

That TRANSPORTES ATALANTICO U.S.A. INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at, 155 N.W. 96 TERRACE, PEMBROKE PINES, FLORIDA 33026, Broward County, State of Florida, has named ALEXIS CASTRO with the same address as its agent to accept service of process within this State.

ACKNOWLEDGMENT;

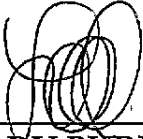
Having been named to accept service of process for the above mentioned corporation, at the place designated in this certificate, the undersigned agrees to comply with the provisions of Florida law relative to keeping the designated office open.



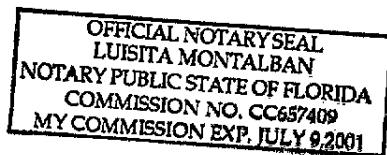
ALEXIS CASTRO
Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared to me known to be the person described as ALEXIS CASTRO, and who has executed the foregoing acknowledgement before me; and accepts to be the Registered Agent for the Corporation.



NOTARY PUBLIC
State of Florida at Large



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00 JUL 20 PM 2:33
SECRETARY OF STATE
TALLAHASSEE FLORIDA