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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
S & B INTERNATIONAL FREIGHT FORWARDERS, INC.
4550 S. W. 75TH AVENUE
MIAMI, FLORIDA 33155

August 28, 2000

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

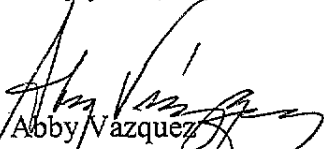
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TO WHOM IT MAY CONCERN:

Enclosed please find two sets of Articles of Incorporation, and check
in the amount of \$78.75 as registration payment of the above corporation.

If there is any further questions do not hesitate to contact us at
(305) 667-9725 X109.

Truly yours,


Abby Nazquez
Administrative Assistant

8/30/00

**ARTICLES OF INCORPORATION
FOR S & B INTERNATIONAL FREIGHT FORWARDERS, INC.**

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The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the corporation is S & B International Freight Forwarders, Inc..

**ARTICLE II – ADDRESS OF PRINCIPAL OFFICE/
MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation, and the mailing address of the corporation is 4550 SW 75 Avenue, Miami, Florida 33155.

ARTICLE III – AUTHORIZED SHARES

The aggregate number of shares which the corporation is authorized to issue is 1,000.

**ARTICLE IV – STREET ADDRESS OF INITIAL REGISTERED OFFICE
AND NAME OF INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 4550 Southwest 75 Avenue, Miami, Florida 33155. The name of the initial registered agent is Dudley L. Thomas.

ARTICLE V – NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is Tammy Gonzalez 4550 Southwest 75 Avenue, Miami, Florida 33155.

ARTICLE VI – DURATION AND PURPOSE

The duration of the corporation is perpetual and it is organized for the purpose of transacting any and all lawful business permitted under the laws of the State of Florida.

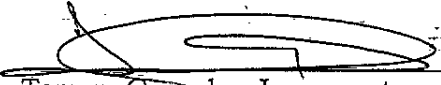
ARTICLE VII – NAME OF DIRECTOR

Tammy Gonzalez, whose address is 4550 Southwest 75 Avenue, Miami, Florida 33155, shall serve as initial director.

ARTICLE VIII – INDEMNIFICATION


The corporation shall indemnify each director, officer and shareholder of the corporation against any an all liability and expense incurred by him/her in connection with or arising out any action,

suit, or proceeding in which he/she may be involved, by reason of his/her being or having been an officer, director or shareholder of the corporation.


Tammy Gonzalez, Incorporator

Acceptance of appointment of registered agent

Having been designated as the registered agent for the corporation at the place designated in the foregoing Article of Incorporation, I declare that I am familiar with and accept the obligations of that position, and hereby accept same and agree to act in that capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Dudley L. Thomas, Registered Agent