

P00000101710
TRANSMITTAL LETTER

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

SUBJECT: VIDAL SERVICES, INC.

FILED
00 OCT 27 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 Filing Fee & Certificate

FROM: Josefa Vidal
2933 NW 13 Street
Miami, Florida 33125
305 620-0837

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W-24297

F. CHESSEY OCT 6 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 6, 2000

JOSEFA VIDAL
2933 NW 13 STREET
MIAMI, FL 33125

SUBJECT: VIDAL SERIVCES, INC.
Ref. Number: W00000024297

We have received your document for VIDAL SERIVCES, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name 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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 800A00053032

CERTIFICATE OF INCORPORATION

OF

VIDAL TRUCKING SERVICE, INC.

FILED
00 OCT 27 PM 12:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of corporations for profit.

ARTICLE I

The name of the corporation shall be VIDAL TRUCKING SERVICE, INC.

ARTICLE II

This corporation shall commence its existence upon filing with the Secretary of State, and its existence shall be perpetual unless terminated pursuant to law.

ARTICLE III

The principal place of business and mailing address of this corporation shall be:
2933 NW 13 Street, Miami, Florida 33125

ARTICLE IV

The nature of the business to be transacted by this corporation is:

1. See page 1A
2. In addition, this corporation may engage in any activity or business permitted under the laws of the United States and of this State, including entering into accommodation of third parties.

Page 1A

To acquire, own, hold, improve, develop, operate, exploit, sell, convey, assign, lease, exchange, transfer, dispose of, pledge, mortgage, create security interests in, deal in, and loan or borrow money upon, alone or in conjunction with others, real and personal property, tangible and intangible, of every kind, character and description, or any interest therein and all kinds and forms of securities, shares of capital stock, scrip, bonds, debentures, coupons, evidences of indebtedness, obligations, trust certificates, interim receipts warrants and certificates issued or created by or being claims against any corporation, association, partnership, syndicate, entity or person, or governmental, municipal or public subdivision, district or authority.

To export from and import into the United States of America and its territories and possessions, and any and all foreign countries as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in, and with, at wholesale and retail, merchandise of every kind and nature for exportation from and importation into the United States, and to and from all countries foreign thereto, and for exportation from, and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic and foreign merchandise in domestic markets and domestic and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

ARTICLE V

The minimum number of shares of common stock with \$1.00 par value that this corporation is authorized to have outstanding at any one time is 100 shares.

The amount and descriptions of other than \$1.00 par value common voting stock which this corporation is authorized to have outstanding are: NONE

Shares of Stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Josefa Vidal
2933 NW 13 Street, Miami, FL 33125

The Board of Directors may in its sole discretion change the location of the office of the corporation and the designation of the agent for service of process and notify the Secretary of State of same, without the need of any amendment of this certificate.

ARTICLE VII

The shareholders of this corporation will act in place of a Board of Directors, as authorized by statute.

ARTICLE VIII

The name and address of the incorporator(s) executing this certificate is:

Josefa Vidal
2933 NW 13 St
Miami, FL 33125

ARTICLE IX

This corporation shall adopt by-laws by a majority of the shares as voted by the shareholders.

Members of the Board of Directors or the executive committee, if any, shall be deemed present at a meeting of such board or committee if a conference, telephone, or similar communication equipment, by means of which all persons participating in the meeting can hear each other, is used.

The corporation may confer powers, limitations of the powers, and regulate the powers of the corporation, the directors, and the stockholders of all classes, including but not limited to, provisions for cumulative voting for director, a list of officers, and provisions governing the issuance of stock certificates to replace lost or destroyed by-laws, or place in the corporate minutes after authorization by a majority vote of the shares.

The corporation is designated from time to time by the Board of Directors, or its shareholders acting in place of a board of Directors if there be no Board of Directors, shall have the power to hold its respective directors' meeting and/or shareholders' provisions outside the State of Florida.

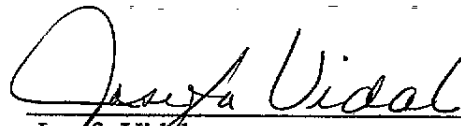
The corporation, if it so provides in its minutes or its by-laws, has the right and power to determine the time, place, conditions, and regulations, pertaining to inspection of its accounts and books (other than the stock book) by the stockholders, and no stockholder shall have the right to inspect any account book or document of this corporation except such right as conferred by statute, or unless authorized by a resolution of the stockholders or the Board of Directors.

Stockholders of all classes are herein specifically denied any preemptive right as to new issues of newly authorized shares and to new issues or originally authorized shares.

In addition, the corporation may:

The corporation reserves the rights to amend, alter, change or repeal any provision contained therein in the manner now or hereafter prescribed by law, and all rights conferred upon stockholders herein are granted subject to this reservation.

THE UNDERSIGNED has executed these Articles of Incorporation this 23 day of October, 2000


Josefa Vidal

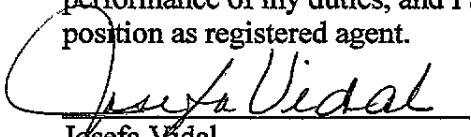
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATION OF THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is: VIDAL TRUCKING SERVICE, INC.
2. The name and address of the registered agent and office is:

Josefa Vidal
2933 NW 13 St
Miami, FL 33125

Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
position as registered agent.


Josefa Vidal

10/23/00
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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