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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. AMERICAN FREIGHT CARRIERS CORP
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
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<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 type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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

Examiner's Initials

**Articles of Incorporation
of
American Freight Carriers Corp.**

The undersigned incorporator(s), for the purpose of forming a corporation under The Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article I Name

The name of the corporation shall be **American Freight Carriers Corp.**

Article II Principal Office

The principal place of business and mailing address of this corporation shall be:

2186 W. 60 Street, Ste 20101
Hialeah, FL 33016

and the name of the initial registered agent of this corporation at this address is:

RICARDO MARRERO

Article III Nature of Business

American Freight Carriers Corp. is organized for the purpose of transacting any lawful business for which corporations may be formed in Florida.

Article IV Term of Existence

The duration of **American Freight Carriers Corp.** is perpetual.

Article V Capital Stock

American Freight Carriers Corp. is authorized to issue 100 shares of common stock, with value of \$1.00 per share.

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Articles VI Initial Directors

American Freight Carriers Corp., shall have one (2) Directors, and the number of directors may be changed as provided in the bylaws, but shall never be less than one. The name and address of the initial director(s) is/are:

Directors: Ricardo Marrero Title: President
Address: 2186 W. 60th St.
Suite 20101
Hialeah, FL 33016

Directors: David Marrero Title: Vice-President
Address: 2186 W. 60th St.
Suite 20101
Hialeah, FL 33016

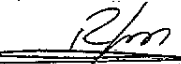
VII Incorporators

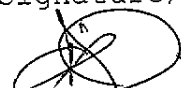
The name and address of the incorporator/s of this corporation is/are:

Name: Ricardo Marrero
Address: 2186 W. 60th St.
Suite 20101
Hialeah, FL 33016

Name: David Marrero
Address: 2186 W. 60th St.
Suite 20101
Hialeah, F: 33016

The undersigned has/have executed these Articles of Incorporation this 16 day of Jan, 2001.

X  _____
Signature/Title President

X  _____
Signature/Title Vice-President

Signature/Title

**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 DESIGNATING THE
REGISTERED OFFICE /REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is American Freight Carriers Corp.
2. The name and address of the registered agent is

Ricardo Marrero
Name

2186 W. 60th Street, Ste 20101
Address (P.O. Box or mail drops
are not acceptable)

Hialeah, Florida 33016
City State Zip

HAVING BEEN NAME 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Y SIGNATURE

DATE

01/16/2001

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DIVISIONS OF CORPORATIONS P.O. BOX 6327, TALLAHASSEE, FLORIDA