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PAUL THILEM & CO
6554 NW 43RD COURT
CORAL SPRINGS, FL 33067
TEL. (954) 255-5435
FAX (954) 255-0299

FILED

01 FEB 15 AM 10:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****122.50 ****78.75

Name of Person to contact:	Paul Thilem
Address & Phone Number:	as above
Amount of Money Sent:	\$122.50

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ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATIONS FOR PROFIT.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE:
D.S. EXPRESS CORP.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE III. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS FIVE HUNDRED (500) SHARES OF COMMON STOCK, OF ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IV. INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLE V. TERM OF EXISTENCE

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE VI. ADDRESS

THE INITIAL STREET ADDRESS IN THE STATE OF THE PRINCIPAL OFFICE OF THE CORPORATION SHALL BE: 1817 SOUTH OCEAN DRIVE, PH#21
HALLANDALE, FL 33009

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY.
THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED
BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER
BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR
OF THIS CORPORATION:

SERGIO DANIELS
1817 SOUTH OCEAN DRIVE, PH#21
HALLANDALE, FL 33009

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATORS

SERGIO DANIELS
1817 SOUTH OCEAN DRIVE, PH#21
HALLANDALE, FL 33009

ARTICLE IX. BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE
VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE X. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY
AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE
SHAREHOLDER IN SUBJECT TO THIS RESERVATION.

ARTICLE XI. S CORPORATION

THIS CORPORATION MAY BE AN S CORPORATION AS DEFINED BY THE
INTERNAL REVENUE CODE.


ARTICLE XII. REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT, PAUL THILEM, LOCATED AT 6554 NW 43RD COURT, CORAL SPRINGS, FLORIDA 33067, ACCEPTS THIS POSITION AS SIGNED BELOW:



PAUL THILEM

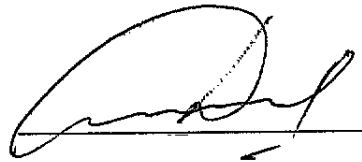
THE REGISTERED OFFICE WILL BE LOCATED AT 6554 NW 43RD COURT, CORAL SPRINGS, FLORIDA 33067.



PAUL THILEM

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01 FEB 15 AM 10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, THE UNDERSIGNED, AS SUBSCRIBING INCORPORATORS, HAVE HERE INTO SET OUR HANDS AND SEALS THIS 19. DAY OF FEB. 2001. FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION, AND CERTIFY THAT THE FACTS ARE TRUE.



ELISE GROPPER
COMMISSION # CC733373
EXPIRES APR 13, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Elise A. Gropper
2/10/01