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(305) 371-1631

February 20, 2001

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

800003767398--7
-02/26/01--01080--005
*****87.50 *****87.50

Re: Capital Freight Inc.

Dear Ladies/Gentlemen:

This office represents (the incorporators of) the above-captioned corporation.

Enclosed herewith please find an original and one copy of the Articles of Incorporation of the said corporation, together with an original and one copy of a Designation of Registered Agent.

Finally, our Trust Account check no. 5337 in the sum of \$87.50 is enclosed. This check represents the following:

- | | |
|---|-----------------|
| 1. Filing fee for Articles of Incorporation | \$ 35.00 |
| 2. Registered Agent Designation | 35.00 |
| 3. Certified Copy - Articles (5 pages) | 8.75 |
| - Agent Designation (1 page) | 8.75 |
| | <u>\$ 87.50</u> |

Please process this matter as quickly as possible and send certified copies of the Articles of Incorporation and Designation of Registered Agent to the undersigned as attorney for the said corporation.

Very truly yours,

Martin David Berg

MARTIN DAVID BERG

MDB/mmi
enclosures
cc: Capital Freight Inc.

FILED
01 FEB 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB2-22

**ARTICLES OF INCORPORATION
OF
CAPITAL FREIGHT INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, natural persons competent to contract for the purposes of forming a corporation under and pursuant to Chapter 607 of the Laws of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of this corporation shall be:

Capital Freight Inc.

ARTICLE II
COMMENCEMENT AND TERM OF EXISTENCE

This corporation shall have perpetual existence; the date of the commencement of said existence shall be the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business which may be transacted by the corporation is as follows:

- A. To operate a general freight and trucking business, including the transportation of merchandise of all types and kinds.

ARTICLES OF INCORPORATION OF CAPITAL FREIGHT INC.

B. To purchase, sell, and deal in and with merchandise of every kind or nature for exportation from, and importation into, the United States, to and from all countries foreign thereto, and for exportation from and importation into any foreign country, to and from any foreign country thereto and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets, and to do a general foreign and domestic exporting and importing business.

C. To perform the highest level of services in connection with all of the undertakings of the corporation and without limitation, except that no part of these Articles shall be violative of any elections as may be filed in respect to the corporation and its activities for income tax purposes.

D. To purchase, or otherwise acquire, rent, take, own, hold, maintain, improve, complete, extend, manage, operate, mortgage or otherwise impose a lien upon, lease, sell, exchange, transfer or in any manner whatsoever dispose of and convey offices, buildings, storage facilities, real and personal property of all kinds, and any and all rights, interest or easements therein, without limit as to amount, within or without the State of Florida wherever situated.

E. To make and enter into contracts of every kind for any lawful purpose with any individual, firm, association, organization, corporation or other entity, be it private, public or municipal body politic, including the government of any state, territory or country, or of any political or administrative subdivision of departments thereof.

F. To organize or cause to be organized, consolidated, merged, or liquidated and take charge of, to the extent permitted by law, any corporation, firm, organization, association, or other entity whether formed under the Laws of the United States of America, any state, territory or other governmental unity thereof, or of any other state, country, nation or government.

G. To make loans and give other forms of credit, with or without security, and to negotiate and make contracts and agreements in connection therewith.

ARTICLES OF INCORPORATION OF CAPITAL FREIGHT INC.

H. To borrow money for its corporate purposes; to draw, make, accept, endorse, execute and deliver promissory notes, drafts, bills of exchange, and other negotiable instruments; to execute, issue and deliver bonds, debentures, notes or other obligations of any nature, and in any matter for monies borrowed; to secure the payment thereof and the interest thereon by a deed or deeds of trust, or by mortgages or pledge of, or upon the whole or any part of the property of the corporation, real or personal, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds, debentures or other debentures, or other obligations.

I. To carry on any of the business hereinbefore enumerated for its own account, or for the account of others; to act as agent for others with respect to any of such business; to carry on any other business which may be deemed by it to be calculated directly or indirectly to effectuate or facilitate the aforesaid objects or business or any of them, or any part thereof, or to enhance the value of its property, business or rights; and to aid, conduct manage, or operate any lawful enterprise in relation to the foregoing.

J. To do each and everything necessary or proper for the accomplishment of any one or more of the purposes or the attainment of any one or more objects herein before enumerated or conducive to, or expedient for, the interest or benefit of the corporation; and in general, to enjoy all the rights and privileges of corporations for profit governed by the Laws of the State of Florida, it being expressly provided that the enumeration of any specific business or power herein shall not be held to limit or restrict in any manner other business or powers of said corporation.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares which this corporation shall have the authority to issue shall be fifty (50) shares of common stock, having a par value of One Hundred Dollars (\$ 100.00) per share.

ARTICLES OF INCORPORATION OF CAPITAL FREIGHT INC.

ARTICLE V

PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall be entitled to Pre-Emptive Rights to subscribe for and/or to purchase his proportional part of any new or additional shares of this corporation, as may be issued from time to time.

ARTICLE VI

REGISTERED OFFICE; REGISTERED AGENT

The initial street address of the initial registered office of this corporation shall be located at 11242 S.W. 7 Street, Miami, Florida 33174. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida. The name of the initial registered agent at such address shall be Carlos Roa.

ARTICLE VII

INCORPORATORS

The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>name</u>	<u>address</u>
Henry Guilarte	Urb. El Marquez Calle Terepaima, Quinta Olymar Caracas, Venezuela
Luis Hernandez	Urb. Terazas del Avila Calle 1 Edif. Cormoran, Torre II, PH Caracas, Venezuela


ARTICLES OF INCORPORATION OF CAPITAL FREIGHT INC.

ARTICLE VIII


MANAGEMENT BY STOCKHOLDERS

This Corporation shall be managed by the Stockholders of the Corporation, rather than by a Board of Directors.

IN WITNESS WHEREOF, We have made, subscribed and acknowledged these Articles of Incorporation in triplicate at Miami, Miami-Dade County, Florida, this ____ day of February, 2001.



Henry Guilarte



Luis Hernandez

STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Henry Guilarte and Luis Hernandez, known to me to be the person_ described in and who executed the foregoing Articles of Incorporation, who acknowledged before me that he executed the same, and an oath was (not) taken.

[check one]

___ Said person(s) is/are personally known to me.

X Said person(s) provided the following type of identification:

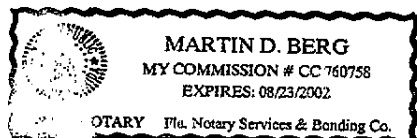
Venezuela passport Guilarte 1125935
Hernandez 0573889

WITNESS my hand and official seal in the State and County named above, this 20 day of February, 2001.

NOTARY RUBBER STAMP SEAL



Notary Signature



**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE BY PROCESS WITHIN THIS STATE,
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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The following is submitted in compliance with Chapter 48.091, Florida Statutes:

CAPITAL REIGHT INC., a corporation organized (or being organized) under the Laws of the State of Florida with its principal office at 11242 S.W. 7 Street, Miami, Florida 33174, has named CARLOS ROA, located at 11242 S.W. 7 Street, Miami, Florida 33174, as its agent to accept service of process within this State.

ACCEPTANCE:

Having been named to accept service of process for the above-stated corporation at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of the Florida Statutes relative to keeping open said office.



CARLOS ROA
Registered Agent

FILED
01 FEB 26 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA