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REFERENCE : 151982 142159A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 16, 2001

ORDER TIME : 1:0 PM

ORDER NO. : 151982-005

CUSTOMER NO: 142159A

CUSTOMER: Jeffrey C. Roth, Esq
Roth & Scholl

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-05/17/01--01001--002
*****78.75 *****78.75

Suite 176
1500 San Remo Avenue
Coral Gables, FL 33146

DOMESTIC FILING

NAME: CARRIER LOGISTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

2001 MAY 16 PM 3:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

5/17/01

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 16 PM 3:27

TO BE FILED
SUFFICIENT FOR FILING

ARTICLES OF INCORPORATION

OF

CARRIER LOGISTICS, INC.

FILED

2001 MAY 16 PM 3:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of the corporation is CARRIER LOGISTICS, INC.

ARTICLE II
PURPOSE

This corporation shall be authorized to transact all legal business of any nature.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this corporation is c/o Roth & Scholl, 1500 San Remo Avenue, Suite 176, Coral Gables, Florida 33146.

ARTICLE IV
CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value Per</u> <u>Share</u>	<u>Class of</u> <u>Stock</u>
500	\$1.00	Common

ARTICLE V
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is 1500 San Remo Avenue, Suite 176, Coral Gables, Florida 33146, and the name and address of the initial registered agent of this corporation is:

Name

Address

Jeffrey C. Roth, Esq.

Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146

ARTICLE VII
COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VIII
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-laws, but shall never be less than one. The name and address of the initial directors of this corporation is:

Name

Address

Roger Jarman

c/o Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146

Carol Jarman

c/o Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles of Incorporation for the purposes therein expressed is:

Name

Address

Jeffrey C. Roth

c/o Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146

ARTICLE X
BY LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

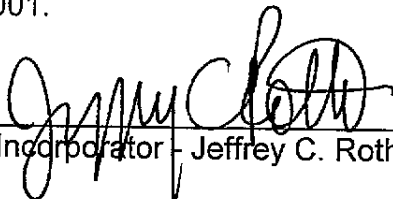
ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law.

ARTICLE XII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

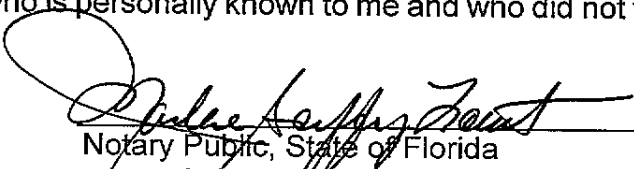
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15th day of May, 2001.



Incorporator - Jeffrey C. Roth

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and acknowledged before me this 15th day of May, 2001 by Jeffrey C. Roth, who is personally known to me and who did not take an oath.



Notary Public, State of Florida
At Large

My Commission Expires:



Marlene Gouffray Fountain
MY COMMISSION # CC786398 EXPIRES
November 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Notary's printed name & address:
Marlene Gouffray Fountain
c/o Roth & Scholl
1500 San Remo Avenue, Suite 176
Coral Gables, FL 33146

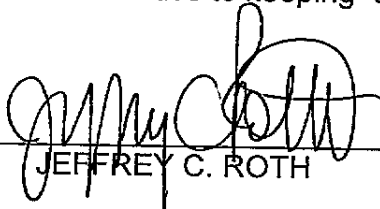
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS IN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Carrier Logistics, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named Jeffrey C. Roth, Esq., located at 1500 San Remo Avenue, Suite 176, Coral Gables, FL 33146, as its agent to accept service of process within the State.

Acknowledgment:

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept the designation to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



JEFFREY C. ROTH

FILED
2001 MAY 16 PM 3:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA