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TRANSMITTAL LETTER

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

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 -07/02/01--01080--022
 *****122.50 *****78.75

SUBJECT: Bay Logistics Inc
(Proposed corporate name - must include suffix)

ENCLOSED PLEASE FIND THE FOLLOWING ARTICLES OF CORPORATION FOR:
 ANY QUESTIONS REGARDING THIS MATTER PLEASE FEEL FREE TO CONTACT:
 RAQUEL LOPEZ AT 305-221-6397, ALSO PLEASE SEND ME ORIGINALS ARTICLES
 ONCE THERE FILED TO THE ADDRESS IN THE BOTTOM.

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

\$70.00
 Filing Fee

\$78.75
 Filing Fee
 & Certificate

\$122.50
 Filing Fee
 & Certified Copy

\$131.25
 Filing Fee,
 Certified Copy
 & Certificate

ADDITIONAL COPY REQUIRED

FROM: K&M INTERNATIONAL CORP
Name (Printed or typed)
3500 S.W. 104 AVENUE
Address
MIAMI, FL 33165
City, State & Zip
Att: Raquel Lopez
City, State & Zip
305-221-6397
Daytime Telephone number

FILED
 01 JUL -2 AM 11:21
 SECRETARY OF STATE
 TALLAHASSEE, FL 32314

NOTE: Please provide the original and one copy of the articles.

7-9-01
490

FILED
01 JUL -2 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I
NAME

THE NAME OF THIS CORPORATION IS -- Bay Logistics Inc.

and the mailing address is 3061 S.W. 11 Street Miami , Florida
33135.

ARTICLE II
DURATION

This Corporation shall have a perpetual existence, unless sooner
dissolved by law.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of the transacting
any or all business for which corporation may be incorporated
under the Florida General Corporation Act.

ARTICLE IV
CAPITAL STOCK

This Corporation is authorized to issue Five hundred (500) shares of no par value common stock, which shall be designated as "common shares"

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

ARTICLE V

INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 3061 S.W. 11 Street, Miami, Florida 33135, and the name of the initial registered agent of this corporation at that address is Jose Pino.

ARTICLE VI
INITIAL BOARD OF DIRECTOR(S)

This Corporation shall have (One) director (s) initially.

The number of director (s) may be either increased or decreased from time to time by the by-laws, but shall never be less than one. The name (s) and address (es) of the initial director (s) of this corporation is/are:

Jose Pino

3061 S.W. 11 Street

Miami , Florida 33135

ARTICLE VII
INDEMNIFICATION

This Corporation Shall indemnify any officer or directors or any former officers of directors, to the fullest extent permitted by law.

ARTICLE VIII
OFFICERS

The officers of this corporation shall be as follows:

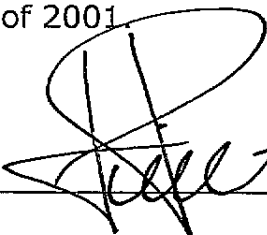
Jose Pino President, Treasurer
 Vice President, Secretary

ARTICLE IX
INCORPORATOR (S)

The name (s) and street address (es) of the incorporator (s) to these
Articles of Incorporation is/are as follows:

Jose Pino
3061 S.W. 11 Street
Miami, Florida 33135

The undersigned incorporator (s) has/have executed these Articles of
Incorporation on this June 11, of 2001



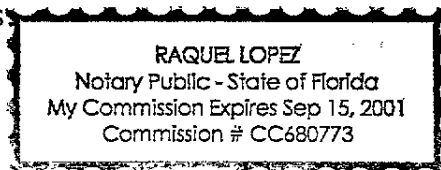
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, Notary public authorized to take acknowledgments in the state and county set forth above personally appeared Jose Pino known by me to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed official seal, in the state and county aforesaid this 11th day of June 2001.

My commission expires



Raquel Lopez

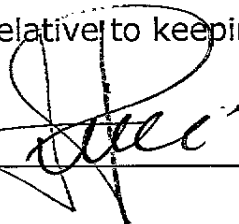
CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM MAY BE SERVED.

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

First -- Bay Logistics Inc.

desiring to organize under the laws of the State of Florida with its
principal office at 3061 S.W. 11 street, Miami , Florida County of
Miami-Dade, State of Florida, has named Jose Pino located at
3061 S.W. 11 Street Miami, Fla. City of Miami, County of
Miami-Dade State of Florida, as its agent to accept service of process
within this state. Having been named to accept service of process of
the above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said office.

By: _____



FILED
01 JUL -2 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA