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Requester's Name

Address

GLOBAL FREIGHT EXPRESS, CORP.
201 NW 74 AVE, Suite #204
MIAMI, FL 33122

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-07/03/01--01054--004
*****78.75 *****78.75

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

01 JUL -3 AM 01 56
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FILED

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|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait _____ | <input type="checkbox"/> Certificate of Status |
| | <input type="checkbox"/> Photocopy | |

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

CR2E031(7/97)

T. Burch JUN 10 2001

**ARTICLES OF INCORPORATION
FOR FLORIDA CORPORATION**

pursuant to

Florida Statutes Section 607.0202 and Chapter 621

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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THE UNDERSIGNED natural persons, acting hereby as Incorporators for the purpose of forming a Corporation for profit under the provisions of Sections 607, Florida Business Corporation Act, of the Florida Statutes, does hereby, adopt the following Articles of Incorporation:

I

NAME OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is **Global Freight Express, Corporation** The principal office and mailing address of this corporation shall be:

2801 N.W. 74th Avenue Suite #204
Miami, Florida 33122
(305) 392-7515

II

PURPOSES

The corporation is organized for profit and it's corporate purpose is to engage in any and all things in which a corporation organized under the laws of the State of Florida may engage, and to do everything necessary and proper in accomplishing the purpose herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

III

CAPITAL STOCK

a. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$0.10 per share par value.

b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

IV

DURATION

The corporation shall have perpetual existence.

V

REGISTERED AGENT

The address of this corporation's initial registered office is 2801 N.W. 74th Avenue, Suite#204, Miami, Florida, 33122; and the name of its initial registered agent at said address is Augusto Hernandez.

VI

INCORPORATOR

The name and address of the Incorporators are as follows:

Agustin Costales
13308 S.W. 108 St Circle
Miami, Florida 33186

Augusto Hernandez
12243 S.W. 104 Lane
Miami, Fl 33186

VII

BOARD OF DIRECTORS

The corporation shall have a Board of Directors consisting of two persons. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the stockholders but shall never be less than two. The name and address of the initial Directors of this corporation are:

Agustin Costales
13308 S.W. 108 St. Circle
Miami, Florida 33186.

Augusto Hernandez
12243 S.W. 104 Lane
Miami, Fl 33186

VIII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

IX

SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon

such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due unto him by the corporation, except that such shares shall not be entitled to dividends.

X

INFORMAL DIRECTOR ACTION

If all the directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

XI

INDEMNIFICATION

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

XII

AMENDMENT OF ARTICLES OF INCORPORATION

The Board of Directors and Stockholders shall have the power to amend the Articles of Incorporation in order to effect a change in the nature and purpose of the business authorized, so that this corporation shall have the power to conduct any business authorized by Chapter 607 of the Florida Statutes.

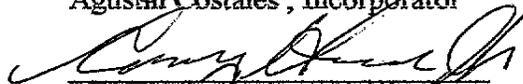
XIII

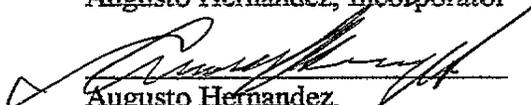
BY-LAW AMENDMENT

The power to adopt, alter, amend or appeal the bylaws of this corporation shall be vested in the board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Corporation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation in the State of Florida, this 1 day of July, 2001


Agustin Costales, Incorporator

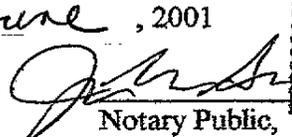

Augusto Hernandez, Incorporator


Augusto Hernandez,
Registered Agent

STATE OF FLORIDA } I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND
 } RESPONSIBILITIES OF REGISTERED AGENT
COUNTY OF DADE }

BEFORE ME, the undersigned authority, personally appeared Agustin Costales and Augusto Hernandez who are well known to be the persons described in and who executed the foregoing Articles of Incorporation as the Incorporators, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami, Dade County, Florida, this 25 day of June, 2001


Notary Public,
State of Florida



My Commission Expires:

