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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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

1. C.E.M.S. CORPORATION
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #) 8000004491298-0
-07/23/01--01024--030
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
01 JUL 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF INCORPORATION

OF

C.E.M.S. CORPORATION

FILED
JUL 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is: **C.E.M.S. CORPORATION.**

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business permitted under the laws of the United States and of this State. These activities may include, but are not limited to the operation of the following business:

- a) to engage in the business of trucking services, mortgage services, and import/export sales, for any person, firm, association or corporation, without restriction in this State and any other state of the United States.
- b) to conduct any and all types of business and operations, to have one or more offices/stores open in this State and any other state of the United States.
- c) to borrow money and contract debt when necessary in the purchase of, or acquisition of real, personal, and intangible property, business right or franchise; or for additional working capital, or for any other object in or about its business or affairs, and without limits to amounts; and to secure the payment of money in any lawful manner.
- d) to exercise all of the powers which are now, or may hereafter be conferred upon corporations generally by the laws of the United States and of this State.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any time is: ONE THOUSAND SHARES each share having the par value of ONE DOLLAR (\$1:00).

ARTICLE IV - INITIAL CAPITAL

The amount of the initial capital with which this corporation shall begin business is: ONE THOUSAND DOLLARS (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

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

ARTICLE VI - INITIAL REGISTERED/PRINCIPAL OFFICE AND AGENT

The street address of the initial principal and registered office of this corporation is: 1603 BANYAN WAY, WESTON, FL. 33327, and the name of the initial registered agent of this corporation at that address is ERNEST DORSAINVIL.

ARTICLE VII - DIRECTORS

The corporation shall have TWO (2) DIRECTORS initially whose names and street address are as follows:

<u>NAME</u>	<u>ADDRESS</u>
ERNEST DORSAINVIL PRESIDENT/SECRETARY/TREASURER	1603 BANYAN WAY WESTON, FL. 33327
MARTINE DORSAINVIL VICE-PRESIDENT	1603 BANYAN WAY WESTON, FL. 33327

ARTICLE VIII - SUBSCRIBERS

The names and street address of the subscribers to these Articles of Incorporation and the number of shares of the \$1.00 par value common stock of this corporation which they agree to take is as follows:

<u>NAME</u>	<u>%</u>	<u>ADDRESS</u>
ERNEST DORSAINVIL PRESIDENT/SECRETARY/TREASURER	60%	1603 BANYAN WAY WESTON, FL. 33327
MARTINE DORSAINVIL VICE-PRESIDENT	40%	1603 BANYAN WAY WESTON, FL. 33327

ARTICLE IX - OFFICERS

The names and street address of the officers of this corporation are as follows:

NAME

ADDRESS

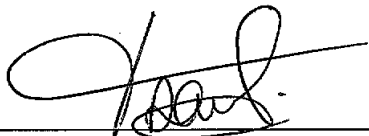
ERNEST DORSAINVIL
PRESIDENT/SECRETARY/TREASURER

1603 BANYAN WAY
WESTON, FL. 33327

MARTINE DORSAINVIL
VICE-PRESIDENT

1603 BANYAN WAY
WESTON, FL. 33327

IN WITNESS WHEREOF, I HAVE hereunto set my hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the
laws of the State of Florida this 16th day of July, 2001.



(SEAL)

ERNEST DORSAINVIL - PRESIDENT/SECRETARY/TREASURER



(SEAL)

MARTINE DORSAINVIL - VICE-PRESIDENT

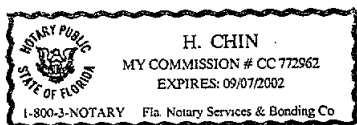
STATE OF FLORIDA)

) SS

COUNTY OF BROWARD

BEFORE ME, personally appeared, ERNEST DORSAINVIL AND MARTINE DORSAINVIL, known to me to be the individuals described in, and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS MY HAND AND SEAL in the County and State named
above this 16th day of July, 2001.


NOTARY PUBLIC
State of Florida At Large

CERTIFICATE OF RESIDENT AGENT

IN PURSUANCE OF CHAPTER 48.91 FLORIDA STATUTES, the following
is submitted in compliance with said Act.

FIRST THAT: C.E.M.S CORPORATION

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 WESTON,
STATE OF FLORIDA, has named: ERNEST DORSAINVIL, located at
1603 BANYAN WAY, WESTON, FLORIDA 33327, COUNTY OF BROWARD,
STATE OF FLORIDA, as its resident agent to accept service of process within this
State.

ACKNOWLEDGEMENT:

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 provisions of said Act relative in
keeping open said office.

BY: 

ERNEST DORSAINVIL
RESIDENT AGENT

BROWARD COUNTY, FLORIDA
JULY 10, 2001.

FILED
01 JUL 23 AM 10:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA