

KELLY FREIGHT SYSTEMS, INC.

PO/0000/0/305

Miami, Fl., October 16th, 2001

DIVISION OF CORPORATIONS
Florida Department of State,
409 East Gaines Street,
Tallahassee, Fl. 32399

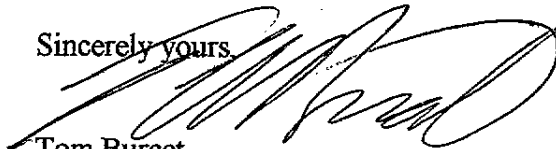
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*****78.75 *****78.75

Dear Sir or Madam:

Enclosed you will find our paperwork to file a 500 Share/ \$1.00 par corporation named KELLY GLOBAL, INC., and our check in the amount of \$78.75 to cover the cost of incorporation.

Please execute and mail back to us as soon as possible.

Sincerely yours,


Tom Burcet

FILED
01 OCT 17 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. Mitchell OCT 18 2001

ARTICLES OF INCORPORATION OF

KELLY GLOBAL, INC.

ARTICLE I

CORPORATE NAME

KELLY GLOBAL, INC.

ARTICLE II

NATURE OF CORPORATE BUSINESS

The corporation may engage in or transact any or all activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of Five Hundred (500) shares of one class of common stock having a par value of one (\$1.00) dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PREEMTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE V

INITIAL REGISTERED AGENT

The corporation's initial Registered Agent is the State of Florida is:

Tom A. Burcet
6760 Gleneagle Drive
Miami Lakes, Fl. 33014

The principal address is the same as the registered office.

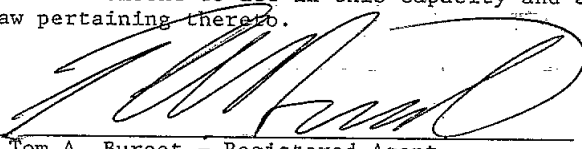
ARTICLE VI

INITIAL REGISTERED OFFICE

The corporation's initial Registered Office in the State of Florida is:

6760 Gleneagle Drive
Miami Lakes, Fl. 33014

Having been named Initial Registered Agent to accept service of process of the corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.


Tom A. Burcet - Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the Initial Board of Directors of the corporation are two. (2)

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the members of the Initial Board of Directors are:

TOM A. BURCET
6760 Gleneagle Drive
Miami Lakes, Fl. 33014

HUMBERTO DE LARA
7521 S.W. 116th St.,
Miami, Fl. 33156

ARTICLE IX

INCORPORATORS

The name and address of the incorporators executing these Articles of Incorporation are:

TOM A. BURCET
6760 Gleneagle Drive
Miami Lakes, Fl. 33014

HUMBERTO DE LARA
7521 S.W. 116th Street
Miami, Fl. 33156

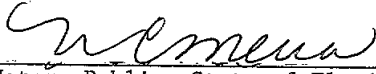
(Seal)

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STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

Before me personally appeared Tom A. Burcet and Humberto de Lara, to me well known, and 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 official seal in DADE COUNTY, FLORIDA, this 16th of October, 2001


Notary Public, State of Florida, at large

MARIA C. MENA

