



P010000110168

ACCOUNT NO. : 072100000032

REFERENCE : 431498 4331425

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizub

FILED
2001 NOV 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : November 14, 2001

ORDER TIME : 11:09 AM

ORDER NO. : 431498-005

CUSTOMER NO: 4331425

CUSTOMER: Katie Foster, Esq
Galland, Kharasch, Greenberg,
Fellman & Swirsky, P.c.
1054 Thirty-first Street, N.w.
Suite 200
Washington, DC 20007

RECEIVED
01 NOV 16 PM 12:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: PANALPINA AMERICAS SERVICES,
INC.

EFFECTIVE DATE:

2000004685682--7

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

JP 11/16/01

ARTICLES OF INCORPORATION

OF

PANALPINA AMERICAS SERVICES, INC.

FILED

2001 NOV 16 PM 1:30

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (the "Corporation") is "PANALPINA AMERICAS SERVICES, INC."

SECOND: The street address of the principal office and mailing address of the Corporation is:

3505 N.W. 107th Avenue
Miami, FL 33152

THIRD: The number of shares that the Corporation is authorized to issue is one thousand (1,000) shares, all of which are of a par value of one cent (\$.01) each, are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Katharine V. Foster

ADDRESS

Galland, Kharasch, Greenberg, Fellman &
Swirsky, P.C.
Canal Square
1054 Thirty-First Street, N.W.
Second Floor
Washington, D.C. 20007-4492

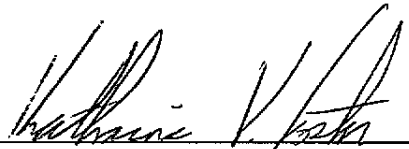
SIXTH: The purposes for which the Corporation is organized are as follows:

To engage in international and domestic forwarding transportation and logistic activities, and to engage in any other lawful business for which corporations may be organized under the Florida Business Corporation Act; and to have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the Corporation shall be perpetual.

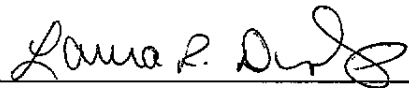
EIGHTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on November 13, 2001


Katharine V. Foster, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CORPORATION SERVICE COMPANY

By: 
Name: _____
Title: _____
Laura R. Dunlap
as its agent

Date: November 16, 2001

FILED
2001 NOV 16 PM 1:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA