

TRANSMITTAL LETTER  
**P0200016402**

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

300004896343--0  
-02/08/02--01038--024  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Marine Cargo & Logistics Consultants, Inc.

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

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	8.75
Certificate of Status	<u>8.75</u>
Total Fees	<u>\$ 87.50</u>

FROM: Rafael Quesada  
15002 S.W. 146 Street  
Miami, Florida 33196  
(305) 252-6895

**FILED**  
02 FEB -8 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

  
2/13

ARTICLES OF INCORPORATION  
FOR  
Marine Cargo & Logistics Consultants, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I  
NAME, ADDRESS, AND AGENT

The name of the corporation shall be:

Marine Cargo & Logistics Consultants, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:  
15002 S.W. 146 Street, Miami, County of Miami-Dade, State of Florida.

ARTICLE III  
NATURE OF BUSINESS

Section 1.- The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could, viz. ....

a.- To carry on business in the United States of North America or any foreign country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both wholesale and retail, in goods and services of all type, both as principal and agent, in any part of the world. ....

b.- To provide marine, cargo and logistics and all related services to individuals or business of any kind .....

c.- To exchange in the currency of foreign countries and the currency of the United States of North America. ....

d.- To issue bonds, debentures and/or obligations of the company from time to time, for the object and purposes of the company and secure the same by mortgage pledge, deed or trust or otherwise. ....

e.- To purchase, hold and reissue the shares of its capital stock; and to subscribe to purchase, or otherwise acquire, or to guarantee, or to become surety in respect to the stock, bonds, or other securities and obligations of the company and other companies. .

FILED  
02 FEB - 8 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

f.- To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the Corporation. ....

g.- No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby included in and made part thereof by reference. ....

h.- In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon Corporation of this character. ....

I.- To enter into, make or perform contract of any kind with any person, association, corporation, municipality, body politic, county, country, territory, state, government or colony, or any dependency thereof, and without limit as to amount, draw, notes drafts, bills of exchange, warrants, bonds, debentures, and all others negotiable instruments. ....

#### ARTICLE IV CAPITAL STOCK

The Capital Stock of the Corporation upon commencing business operations shall consist of: .....

a.- ONE HUNDRED (100) SHARES of no par value. ....

b.- Said shares of common stock to have no par value. All shares to be issue fully paid and non assessable. The Capital stock of this Corporation may be paid in lawful money of the U.S.A. in property, labor or services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value. ....

c.- All of the common stock is to have one vote per share in the control of the management of the Corporation. ....

d.- The holders of these shares of common stock are to have preemptive right in the purchase of subsequent issues of stock. ....

e.- In the event any shareholder may vote his share or shares proxy one share representing one vote. ....

ARTICLE V  
INITIAL CAPITAL

The amount of capital with which the Corporation shall begin business shall be not less than One HUNDRED DOLLARS (\$100.00) .....

ARTICLE VI  
TERM OF EXISTENCE

The Corporation shall have perpetual existence. ....

ARTICLE VII  
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than (1) person .....

ARTICLE VIII  
INITIAL DIRECTORS & OFFICERS

The names and addresses of the first Board of Directors who subject to the provisions of these Articles of Incorporation, the By-Laws and the act of the Legislature approved June, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following: .....

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Rafael Quesada	15002 S.W. 146 Street Miami, Florida 33196	President Secretary

ARTICLE IX  
SUBSCRIBERS

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares which each agrees to take as follows: .....

<u>NAME &amp; Title</u>	<u>ADDRESS</u>	<u>SHARES</u>
Rafael Quesada President Secretary	15002 S.W. 146 Street Miami, Florida 33196	-100-

IN WITNESS WHEREOF, I the undersigned have made and signed these articles of incorporation at MIAMI, MIAMI-DADE COUNTY, FLORIDA, for the uses and purposes aforesaid.....

Rafael S. Quesada  
President / Secretary

STATE OF FLORIDA )  
 ) SS.  
County of Miami Dade )

I HEREBY CERTIFY that on this day, before me personally appeared Rafael S. Quesada, to me well known to be the person described as subscriber in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that he subscribed to those ARTICLES OF INCORPORATION.

IN WHITNESS WHEREOF, I have hereunto set my hand and official seal at CITY OF MIAMI, County of Miami-Dade, STATE OF FLORIDA, this 5<sup>th</sup> day of February of 2002.

NOTARY PUBLIC  
STATE OF FLORIDA

OFFICIAL NOTARY SEAL  
GAYLE B MORTON  
COMMISSION NUMBER  
DD077949  
MY COMMISSION EXPIRES  
JAN. 5, 2006

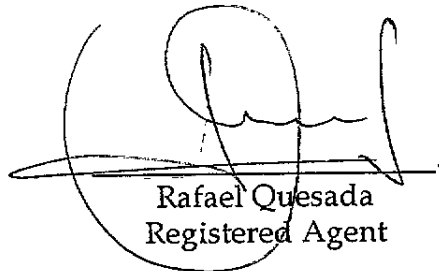
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OR PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY  
SERVED: .....

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

FIRST:- That Marine Cargo & Logistics Consultants, Inc. desiring to organize under  
the laws of the State of Florida with its principal office as indicated in the ARTICLES OF  
INCORPORATION appoints Rafael Quesada, with offices located at 15002 S.W. 146 Street,  
City of Miami, County of Miami-Dade its Registered Agent, to accept service of process  
within this State. ....

ACKNOWLEDGMENT:- Having been named to accept service of process for the above  
named 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 to keeping open said  
office. ....

In the City of Miami, County of Miami-Dade, State of Florida, this 5<sup>th</sup> day of  
February 2002.

  
Rafael Quesada  
Registered Agent

**FILED**  
02 FEB -8 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA