

Feb. 14. 2002 4:45PM

Division of Corporations

No. 4366 P. 1

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PD20000017884

Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850) 205-0381

From:

Account Name : TODD W. KLISTON, ESQ.

Account Number : 075221000013

Phone : (954) 473-4900

Fax Number : (954) 473-4907

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

WORLDWIDE QUALITY DISTRIBUTION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
OF
WORLDWIDE QUALITY DISTRIBUTION, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation is **WORLDWIDE QUALITY DISTRIBUTION, INC.**

ARTICLE II

NATURE OF BUSINESS

The corporation may transact any lawful business for which corporations may be incorporated under the Florida Business Corporations Act.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock. The consideration paid for each share shall be fixed by the Board of Directors from time to time.

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ARTICLE IV

CERTIFICATES

Shares of the corporation must be evidenced by the issuance of certificates. The form and content of the certificates shall be as prescribed by Florida Law.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation is 6006 Red Plum Court, Tamarac, FL 33321.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

INDEMNIFICATION

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

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ARTICLE VIII
INITIAL DIRECTORS

The names and addresses of the initial Directors who shall hold office until their successors are elected and have qualified are:

Raul Armesto	6006 Red Plum Court Tamarac, FL 33321
Armando Gonzalez	P.O. Box 260837 Pembroke Pines, FL 33026
Lazaro Amores	16528 NW 91 Avenue Miami Lakes, FL 33018
Nasser Nehme	1200 West Avenue #1222 Miami Beach, FL 33139

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME	ADDRESS
Todd W. Kliston	8211 West Broward Boulevard, Suite 375 Plantation, FL 33324

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ARTICLE X

REGISTERED OFFICE & REGISTERED AGENT

The street address of the corporation's initial registered agent is 8211 West Broward Blvd. Suite 375, Plantation, FL 33324 and the name of the initial registered agent at that office is Todd W. Kliston.

ARTICLE XI

EFFECTIVE DATE


The initial date of incorporation shall be effective on the date this document is filed as evidenced by the department of State's date and time endorsement on the original document.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by Florida Law.

Date: FEB 14, 2002



Todd W. Kliston

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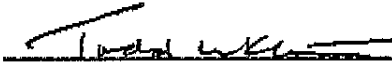
ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST -WORLDWIDE QUALITY DISTRIBUTION, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF TAMARAC, STATE OF FLORIDA,
HAS NAMED TODD W. KLISTON, LOCATED AT 8211 WEST BROWARD BLVD.
SUITE 375 PLANTATION, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS OF
THIS POSITION.

SIGNATURE:


(registered agent)

DATE:

FEB 14, 2002

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