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March 25, 2002

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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RE: ACTION CARGO EXPRESS, INC.

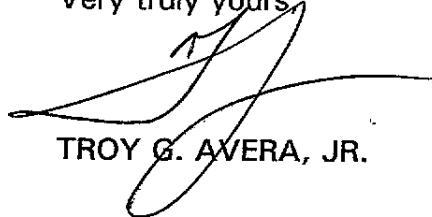
Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above referenced corporation and a check for fees for filing the corporation documents. Please return to me, a date stamped copy of the Articles and certificate. A self-addressed return FedEx airbill is enclosed.

If you have any questions, please contact me immediately.

Thank you for your assistance in this matter.

Very truly yours,



TROY G. AVERA, JR.

FILED
02 MAR 26 PM 4:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**TGA/gbg
Enclosures**

ARTICLES OF INCORPORATION
OF
ACTION CARGO EXPRESS, INC.

FILED
02 MAR 26 PM 4: 16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

ACTION CARGO EXPRESS, INC.

ARTICLE II - Business Address

The initial street address of the principal office of the corporation shall be:

8563 SW 113th Court

Miami, Florida 33173

ARTICLE III - Business Purpose

The corporation may engage in Custom Brokerage, Custom clearing, filing custom clearance and other filings with U.S. Customs, export and import of cargo and animals, cargo and animal handling, cargo consolidation, aircraft loading and servicing, transportation and handling of all cargo, as permitted by U.S. Customs, including transportation in bond, Carnet, and bonded warehousing, and in any and all other activity or business permitted

under the laws of the United States and the State of Florida.

ARTICLE IV - Authorized Shares

The corporation is initially authorized to issue TEN THOUSAND (10,000) shares of common stock, having a par value of One (\$1.00) dollar per share. The maximum number of shares authorized to be issued and outstanding at any one time is TEN THOUSAND (10,000) shares of common stock, having a par value of One (\$1.00) Dollar per share. Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable. --

ARTICLE V - Existence

The corporation is to commence its corporate existence on the date these Articles are filed as of record, with the Secretary of State. This corporation shall exist perpetually thereafter until dissolved according to law.

ARTICLE VI - Capital

The amount of capital with which this corporation will begin business shall be the sum of not less than ONE Thousand (\$1,000.00) DOLLARS.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. Any and all of the powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such persons as shall be provided by the shareholders.

The corporation shall have TWO (2) Directors initially. The number of directors may thereafter be increased to a maximum of SIX (6) by corporate resolution as may be determined by the member(s) of the Board of Directors of the corporation at the time of the resolution.

ARTICLE VIII - Rights of Initial Directors

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of

Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

ARTICLE IX - Share Transfer Restrictions

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Gretchen B. Garren	2,000
Troy G. Avera, Jr.	1,000

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE X - Preemptive Rights

Each Shareholder of the corporation shall have the right to

purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

ARTICLE XI - Incorporation and Initial Directors

The name and street address of the initial directors who shall

hold office until successor(s) who shall be chosen at the first meeting of the stockholders, who have qualified shall be:

NAME	ADDRESS
Gretchen B. Garren, Pres.	8563 SW 113 th Court Miami Florida 33173
Troy G. Avera, Jr., V.Pres. Sec. Tres.	8563 SW 113 th Court Miami Florida 33173

ARTICLE XII - Indemnification

The corporation shall indemnify any present or former officer(s) or director(s), or person(s) exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

ARTICLE XIII - Amendment of Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders, but the Board of Directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide the bylaws shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XIV - Amendment of Articles

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XV - Incorporator

The name and street address of the person signing these Articles of Incorporation as subscribed is as follows:

NAME	ADDRESS
Gretchen B. Garren	8563 SW 113 th Court Miami, FL 33173

ARTICLE XVI- Registered Agent

The street address of the initial registered office of the corporation and the name of the initial registered agent of the corporation at that address, upon whom service of process may be made, is as follows:

NAME	RESIDENT ADDRESS
Gretchen B. Garren	8563 SW 113 th Court Miami, FL 33173

IN WITNESS WHEREOF, the undersigned Gretchen B. Garren, being a natural person, competent to contract, has hereunto set her hand and seal, this 25th day of March, 2002.

BY  (SEAL)
Incorporator

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally

appeared Gretchen B. Garren known to me, who produce a Florida Driver's License No. _____ as identification, and in whose name the foregoing instrument was executed, she acknowledged executing the same freely and voluntarily for the purposes stated herein, and that an oath (was) (was not) taken. _

WITNESS my hand and official seal in the county and State last aforesaid this 25th day of March, A.D. 2002.

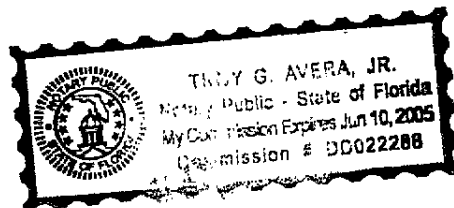
NOTARY SEAL

My Commission expires:

Notary Signature

Print or Type Notary Name

Articles of Incorporation Type of Document



FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE

02 MAR 26 PM 4:16

FOR THE SERVICE OF PROCESS WITHIN THIS STATE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF, Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: **FIRST:** That ACTION CARGO EXPRESS, INC., desiring to organize under the Laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation, in the City of Miami, Miami-Dade County, State of Florida, and its initial registered office as indicated in the Articles of Incorporation located at 8563 SW 113th Court, Miami, FL 33173, has named Gretchen B. Garren, as its registered agent to accept services of process within this State, at the address of its initial registered office.

ACKNOWLEDGMENT

Having named to accept services of process for ACTION CARGO EXPRESS, INC. at the 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.

By



Gretchen B. Garren
As Registered Agent