

# P04000151388

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To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002336  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

*2nd Request*

## FLORIDA PROFIT CORPORATION OR P.A.

### METRICS FREIGHT SYSTEMS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

04 NOV -4 AM 8:54  
SECRETARY OF STATE  
JAIL AHASSEF FLORIDA

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*11/5/04*  
11/2/04 1:07 PM

ARTICLES OF INCORPORATION  
OF  
METRICS FREIGHT SYSTEMS, INC.

04 NOV -11 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST: The name of the corporation is Metrics Freight Systems, Inc.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The nature of the business and the objects and purposes to be transacted and carried on are to engage in any business as lawfully permitted under the laws of the State of Florida and the United States of America.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 5,000 (five thousand), all of which shall be one class of common stock having a par value of \$1.00 each.

FIFTH: The address of its initial registered office is 10875 N.W. 33 Street; Miami, Florida 33172 and the name of the initial registered agent at such address is Albert Sueiras.

SIXTH: The initial board of directors will consist of four directors, whose names and addresses are:

Director: Carlos Macaluso, 10875 N.W. 33 Street; Miami, Florida 33172.

Director: Miguel Sierra, 4623 S.W. 140 Place; Miami, Florida 33175.

Director: Jorge Victoriano, 10875 N.W. 33 Street; Miami, Florida 33172.

Director: Gustavo Macaluso, 10875 N.W. 33 Street; Miami, Florida 33172.

The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

SEVENTH: The name and address of the incorporator is Miguel Sierra; 4623 S.W. 140 Place; Miami, Florida 33175.

EIGHTH: Preemptive Rights shall be as follows: Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued stock or treasury stock.

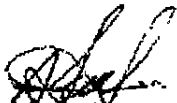


**CERTIFICATE DESIGNATING THE ADDRESS  
AND AGENT UPON WHOM PROCESS MAY SERVED**

Metrics Freight Systems, Inc., desiring to organize as a Corporation for Profit under the laws of the State of Florida, which will have its principal office in Florida, has named Albert Sueiras, located at 10875 N.W. 33 Street, CITY OF MIAMI, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, 33172, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

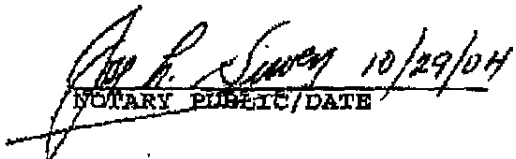


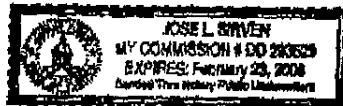
Albert Sueiras, REGISTERED AGENT

10/29/04  
DATED

STATE OF FLORIDA: : SS  
COUNTY OF MIAMI-DADE:

SWORN TO AND SUBSCRIBED this 29<sup>th</sup> day of October, 2004.

  
NOTARY PUBLIC/DATE



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