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Certified Public Accountants

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AMERICAN AND FLORIDA INSTITUTES OF CERTIFIED PUBLIC ACCOUNTANTS
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December 30, 1994

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-01703/95--11151--007
*****70.00 *****70.00

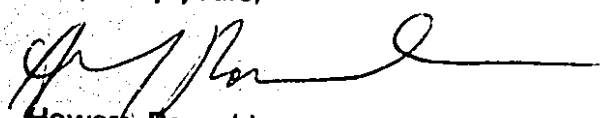
Re: MIAMI SOUTH CARGO LTD., INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of the above referenced corporation along with our check in the amount of \$70.00 to cover the following disbursements:

\$ 35.00	Filing Articles of Incorporation
<u>35.00</u>	Registered Agent Filing Fee
\$ 70.00	

Very truly yours,



Howard Rosenbloom
Certified Public Accountant

HR/gr
Enclosures

Howard GAVE
AUTHORIZATION BY PHONE TO
CORRECT corp. name
DATE 1-5-95
DOC. EXAM file

FILED
95 JAN -3 AM 10:58
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MIAMI SOUTH CARGO LTD., INC.

FILED
95 JAN -3 MIC:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate together to form a corporation under the Laws of the State of Florida.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be: MIAMI SOUTH CARGO LTD., INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of business to be transacted by this corporation shall be to engage in any activities or business permitted under the Laws of the United States of the State of Florida.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, ware, merchandise, real and personal property, and services of every kind, class and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, telegraph, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, licenses, in the State of Florida and in all other states and countries.

To contract debts, and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

To purchase corporate assets of any other corporation and engage in the same or other character or business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is 500 shares of common stock at \$1.00 par value per share.

**ARTICLE IV
INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than five hundred (\$500.00) Dollars.

ARTICLE V

The corporation is to exist perpetually.

**ARTICLE VI
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this State of the principal office of this corporation is:

8615 N.W. 8TH STREET, #420, MIAMI, FLORIDA 33126

The Board of Directors may from time-to-time, move the principal office to any other address in the State of Florida.

**ARTICLE VII
DIRECTORS**

This corporation shall have not less than two (2) directors initially. The number of directors may be increased or diminished from time-to-time by the by-laws adopted by the stockholders.

**ARTICLE VIII
BOARD OF DIRECTORS**

The name and street address of the members of the first Board of Directors are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Robert Samudio	President	8615 N.W. 8th Street, #420 Miami, Florida 33126
John Campo	Secretary/Treasurer	8615 N.W. 8th Street, #420 Miami, Florida 33126

ARTICLE IX
SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Robert Samudio	8615 N.W. 8th Street, #420 Miami, Florida 33126	250	\$250.00
John Campo	8615 N.W. 8th Street #420 Miami, Florida 33126	250	250.00

ARTICLE X
REGISTERED AGENT

The address of the Registered Office of this corporation shall be:

8615 N.W. 8TH STREET, MIAMI, FLORIDA 33126

and the Registered Agent shall be:

ROBERT SAMUDIO

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above State Corporation, at the place designed in these Articles of Incorporation, I hereby accept to agree to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


BY: ROBERT SAMUDIO
SUBSCRIBER

XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at the stockholders' meeting by the majority of the stock entitled to vote them on, unless all the directors and the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgements personally appeared ROBERT SAMUDIO and provided DRIVERS License: 5530-760-49-176

WITNESS my hand and official seal in the County and State named above on this 30 day of DECEMBER, 1994.

Hellene S. Lustig

Notary Public, State at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
COMMISSION EXPIRES 12/31/95