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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JAN 19 PM 2:57

January 17, 1995

UPS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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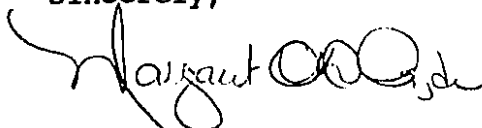
In-Out Express, Inc.

Gentlemen:

Enclosed for filing with the Division of Corporations are the Articles of Incorporation of the captioned corporation. Also enclosed is a check in the amount of \$122.50, payable to the Florida Secretary of State, to cover the required filing fee.

Please return the certified copy of the Articles to me in the enclosed prepaid Federal Express envelope.

Sincerely,



Margaret O'D. Ryder
Legal Assistant

MODR:cto

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
IN-OUT EXPRESS, INC.**

ARTICLE I - NAME AND BUSINESS ADDRESS

The name of this Corporation is In-Out Express, Inc. Its business mailing address is 150 S.E. 2nd Avenue, Suite 701, Miami, Florida 33131.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

**ARTICLE V - INITIAL
REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be Olle, Macaulay & Zorrilla, P.A., 1402 Miami Center, 201 South Biscayne Boulevard, Miami, Florida 33131, and the initial registered agent of this Corporation at such office shall be Robert B. Macaulay, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended

from time to time, with respect to keeping an office open for service of process.

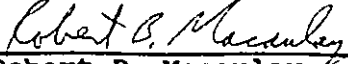
ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three members. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than seven. The names and addresses of the directors constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Francisco Anisio Ribeiro Lobo	150 S.E. 2nd Avenue Suite 701 Miami, Florida 33131
Anisio Cesar De Clovis Ribeiro Lobo	150 S.E. 2nd Avenue Suite 701 Miami, Florida 33131
Ricardo Regis Ribeiro Lobo	150 S.E. 2nd Avenue Suite 701 Miami, Florida 33131


ARTICLE VII - INCORPORATOR

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

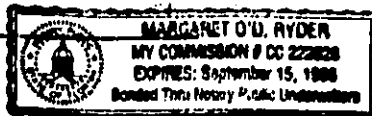
<u>Name</u>	<u>Address</u>
Robert B. Macaulay	1402 Miami Center 201 South Biscayne Boulevard Miami, Florida 33131
	 Robert B. Macaulay Incorporator

STATE OF FLORIDA)
COUNTY OF DADE) SS:

The foregoing Articles of Incorporation of In-Out Express, Inc. were acknowledged before me this 17th day of January, 1995, by Robert B. Macaulay, as Incorporator, who is personally known to me.


Notary Public, State of Florida
Margaret O'D. Ryder

My Commission Expires: _____

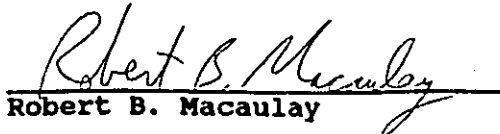


(Seal)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for In-Out Express, Inc. at the place designated in the Articles of Incorporation, Robert B. Macaulay, agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Date: January 17, 1995


Robert B. Macaulay