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January 24, 1995

Corporate Records Bureau
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

100001393981
-01/31/95--01054--013
****122.50 ****122.50

Attention: Division of Corporation
Document Filing Section

Re: Incorporation of
Top Express International, Inc.

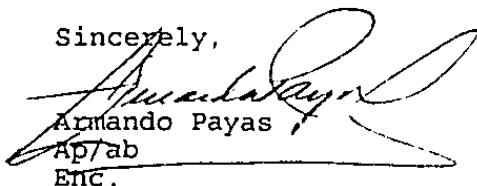
Dear Sir/ Madam:

I am enclosing with this letter the following documents relating to the incorporation of Top Express International, Inc.

1. The Articles of Incorporation;
2. This firm's check in the amount of \$122.50 to cover the following items: filing fee, one certified copy of the Articles of Incorporation, and certificate designating registered agent;
3. A copy of the executed Articles of Incorporation to be certified and returned.

Thank you for your assistance in this matter.

Sincerely,


Armando Payas
Ap/ab
Enc.

B. RECORDED - FEB 6 1995

FILED
95 JUN 31 AM 8 11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
95 JAN 31 PM 8 17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

TOP EXPRESS INTERNATIONAL, INC.

The undersigned subscriber to these Articles of Incorporation make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be: TOP EXPRESS INTERNATIONAL, INC.

ARTICLE II - TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III - GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business for corporations organized under the Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE V - PRINCIPAL OFFICE

The principal place of business of the corporation shall be:

8946 Ft. Jefferson Blvd., Orlando, Florida 32822.

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the corporation shall be ANTONIO WALTER COMASSETTO, at the registered address of 8946 Ft. Jefferson Blvd., Orlando, Florida 32822.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of the corporation shall be one (1).

B. The number of Directors of the corporation may be increased or decreased from time to time pursuant to the By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial member of the Board of Directors, who shall hold office until his successor is duly elected and qualified, is:

Antonio Walter Comassetto 8946 Ft. Jefferson Blvd
Orlando, Florida 32822

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Antonio Walter Comassetto, 8946 Ft. Jefferson Blvd., Orlando, Florida 32803

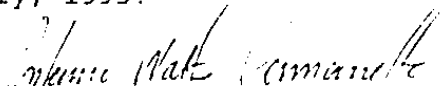
ARTICLE IX - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in any manner permitted by law.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

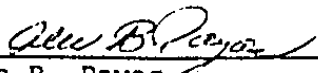
Shares held by shareholders may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders and to the Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified and set forth in the By-laws.

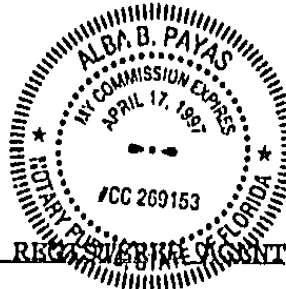
IN WITNESS WHEREOF, the subscriber affixed his signature this 24th day of January, 1995.


Antonio Walter Comassetto

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me this 24th day of January, 1995, by ANTONIO WALTER COMASSETTO, who has produced his Florida Driver's License as identification and who did not take an oath and who executed the foregoing Articles of Incorporation.


Alba B. Payas
Notary Public
My Commission expires
April 17, 1997



ACCEPTANCE BY REGISTERED AGENT

The undersigned, ANTONIO WALTER COMASSETTO, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with and accepts the obligations imposed pursuant to Florida Statutes 607.325 of the Florida Professional Service Corporation Act.


ANTONIO WALTER COMASSETTO

FILED
95 JUN 31 10 58 AM
TALLAHASSEE
SECRETARY OF STATE