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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (804) 922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135- -0000000
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

(((H95000002909))) ELECTRONIC FILING COVER SHEET
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: MULTICARGO L.A., INC.
FAX AUDIT NUMBER: H95000002909
DATE REQUESTED: 03/14/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 6
ESTIMATED CHARGE: \$122.50

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METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000002909)))
** ENTER 'M' FOR MENU. **
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NUM CAPS Connect: 00:05

Handwritten signature and date 3/14/96

FILED
SECTION 1
FEB 22 1996
TALLAHASSEE, FLORIDA

634

(6)

ARTICLES OF INCORPORATION OF

MULTICARGO L. A., INC.

FILED
95 MAR 14 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 9500000 2909

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby organizes and incorporates a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is MULTICARGO L. A., INC.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage in the transaction of any or all lawful business permitted under the laws of the United States and the Florida General Corporation Act.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a nominal or par value of \$1.00 per share.

ARTICLE IV. PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation originally filed or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Florida Bar Number 894583, Mark E. Rousse, 8350 South Dixie Highway, Penthouse Two, Miami, Florida 33156, Phone Number: 305-670-9994

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ARTICLE V. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall not be less than the minimum amount required under the applicable Florida Statutes.

ARTICLE VI. BEGINNING OF CORPORATE EXISTENCE

The date when the corporate existence of this corporation shall begin business shall be the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE VII. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The address of the initial principal office of this corporation in the State of Florida is 1237 N.W. 93 Court, Miami, Florida. The Board of Directors may, from time to time, move the principal office to any other address.

The name of the initial Registered Agent of this corporation is MARK E. ROUSSE, whose address is located at 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33186.

ARTICLE IX. DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be increased from time to time, by the By-laws adopted by the stockholders but there shall always be at least one (1) Director.

To the extent permitted by law, the corporation shall indemnify and hold harmless each person serving as a Director or Officer of the corporation and each person who serves, at the request of the corporation, as a Director or Officer of any other corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his being a Director or Officer of the corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in

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connection with any claim or liability as to which it shall adjudge that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

No contract or other transaction between this corporation and any other firm or corporation and no act of this corporation shall in anyway be affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in or are Directors or Officers of such other firm or corporation, provided that the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken, and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transactions, with the like force and effect as if he were not a Director or Officer of such other corporation or not so interested.

ARTICLE X. INITIAL OFFICERS AND DIRECTORS

The names and post office address of the initial Directors and Officer of the corporation is:

OFFICERS AND SPECIFIC ADDRESS

Director, President, and Secretary is Roberto Montenegro, 1237 N.W. 93 Court, Miami, Florida 33172

Director, Vice President, is Selwyn Palma, 1237 N.W. 93 Court, Miami, Florida 33172

Director, Raymundo Moran
Director, Efrain Orozco

The name and post office address of the Subscriber to these Articles of Incorporation is Mark E. Russo, 9350 South Dixie Highway, Penthouse Two, Miami, Florida 33156.

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ARTICLE XII. AMENDMENTS

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 it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has set his hand and seal and has acknowledged and filed in the Office of the Secretary of the State of Florida as Subscriber of MULTICARGO L. A., INC.


 MARK E. ROUSSE
 CORPORATE SUBSCRIBER

STATE OF FLORIDA)

SS

COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in this state of and county above named to take acknowledgments, personally appeared MARK E. ROUSSE, the person described as Subscriber in and who executed the foregoing Articles of Incorporation for MULTICARGO L. A. INC. to those Articles of Incorporation.

WITNESS my hand and official seal at Miami, Dade County, Florida this March 8, 1995.

(SEAL)

(signature)

NOTARY PUBLIC, State of Florida

Commission Number: CC 247698, Leonardo A. Roth



OFFICIAL SEAL
 LEONARDO A. ROTH
 My Commission Expires
 Dec. 31, 1996
 Comm. No. CC 247698

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DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this state naming the agent upon which process may be served and the names and addresses of the officers and directors.

The following is submitted in compliance with Chapter 48.091 of the Florida Statutes.

MULTICARGO L.A., INC., is a corporation organized (or organizing) under the laws of the State of Florida with its principal office located at 1237 N.W. 93 Court, Miami, Florida has named Mark E. Rousseo as its agent to accept service of process within this state.

OFFICERS AND SPECIFIC ADDRESS

Director, President, and Secretary is Roberto , 1237 N.W. 93 Court, Miami, Florida 33172

Director, Vice President, and Treasurer, is Selvyn Palma, 1237 N.W. 93 Court, Miami, Florida 33172

ACCEPTANCE:

I agree as Resident Agent of MULTICARGO L.A., INC. to accept Service of Process, to keep the office open during prescribed hours, to post my name (and the names of my other officers of said corporation authorized to accept Service of Process, at the above Florida designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

BY:


Mark E. Rousseo

multicargo\articles

RECEIVED
MAR 14 1995
14:03:23MAR 14 1995
14:23:23

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ROTH & MILNE

9350 SOUTH DIKE HIGHWAY

PENTHOUSE 2

MIAMI, FLORIDA 33165

TELEPHONE (305) 670-9994

FAX (305) 670-0948

LEONARDO A. ROTH
ROBERT A. MILNE*

*BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

JONATHAN R. RUBIN
MARK E. ROUSSO
ANDREW CURVAN

OF COUNSEL

ERIC J. KAPLAN, PA
JOHN W. MALMON, Esq. PA
PRISCILLA D. VARIAN
DONALD M. KREEK

September 28, 1995

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

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-10/03/95--01093--011
*****35.00 *****35.00

Re: Multicargo, L.A.

Dear Sir/Madam:

Enclosed you will find the following:

1. Our check in the amount of \$35.00 which represents your fee for the amendment of the Articles of Incorporation
2. Return envelope
3. Articles of Amendment to Articles of Incorporation (original and one copy)

Please reflect the amendment in the State's records. Please stamp the copy of Amendment enclosed and return it to our office to show that you have received same. Thank you.

Very truly yours,

ROTH & MILNE

MARK E. ROUSSO
MER:cm
enc.
multicar\L-amend

95 OCT 11 AM 10:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/20

For Amend



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 6, 1995

ROTH & MILNE
ATTN: MARK E. ROUSSO
9350 S. DIXIE HWY., PENTHOUSE 2
MIAMI, FL 33156

SUBJECT: MULTICARGO L.A., INC.
Ref. Number: P95000020651

We have received your document for MULTICARGO L.A., INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 795A00045449

RECEIVED
95 OCT 19 PM 2:01
DIVISION OF CORPORATIONS

LAW OFFICES
ROTH & MILNE

9350 SOUTH DIKE HIGHWAY
PENTHOUSE 2
MIAMI, FLORIDA 33156

TELEPHONE: (305) 670-9994
FAX: (305) 670-0948

LEONARDO A. ROTH
ROBERT A. MILNE

*BARRISTER ENGLAND AND WALES
ATTORNEY FLORIDA

JONATHAN R. RUBIN
MARK E. ROUSSO
ANDREW CUEVAN

OF COUNSEL
ERIC J. KAPLAN, PA
JOHN W. SALMON, ESQ., PA
PRISCILLA D. VARGAS
DONALD M. KREKE

October 14, 1995

Secretary of State
Division of Corporations
P.O. BOX 6327
Tallahassee, FL 32314

Re: Multicargo, L.A.

Dear Sir/Madam:

As per your requested in letter dated October 6, 1995, please find enclosed the Articles of Amendment along with the following:

1. Return envelope
2. Articles of Amendment to Articles of Incorporation (original and one copy)

Please reflect the amendment in the State's records. Please stamp the copy of Amendment enclosed and return it to our office to show that you have received same. Thank you.

Very truly yours,

ROTH & MILNE



MARK E. ROUSSO

MER:cm

enc.

multicar\L-amend.2nd

**ARTICLES OF AMENDMENT
OF
MULTI-CARGO L.A., Inc.**

FILED
95 OCT 19 AM 10:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE ONE

The name of the corporation is Multicargo L.A., Inc.

ARTICLE TWO

The following amendments to the Articles of Incorporation was adopted on September 22, 1995:

Raymundo Moran was removed as a director of the corporation.

ARTICLE THREE

The amendment was adopted by the board of directors and the shareholders.

ARTICLE FOUR

The effective date of this amendment to Articles of Incorporation shall be September 22, 1995.

Signed this 22nd day of September, 1995.



ROBERTO MONTENEGRO
PRESIDENT