

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF REVENUE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32390
FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

(((H95000003731)))
NAME: CARIBBENA LINE AGENCY, INC.
FAX AUDIT NUMBER: H95000003731
DATE REQUESTED: 03/31/1995
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NUMBER OF PAGES: 5
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ACCOUNT NUMBER: 072460003255

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TALLAHASSEE, FLORIDA

3/31

MAR 31 PM 1:25

PREPARED BY:
TURBAY & ASSOCIATES
1600 NW 57th Avenue
MIAMI, FLORIDA 33136
(305) 262-4053
MIQUEL B. TURBAY

ARTICLE OF INCORPORATION

(5)

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is CARIBBEAN LINE AGENCY, INC.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purpose for which the corporation is organized are:

- 1.- To engage in the business of CARGO CONSOLIDATION.
- 2.- To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- 3.- To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be \$5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial business office of the corporation is 608 NW 57th Avenue; Po Box 520096 Miami, FL 33126 and the name of its initial registered agent is Miquel C. Turbay.

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one . The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
AURELIA SIERRA	5555 NW 72nd Avenue MIAMI, FL 33166

ARTICLE NINE

A unanimous vote of directors for effective directors action is required at all directors meetings.

ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
MIGUEL E. TURBAY	608 NW 57th Avenue MIAMI, FL 33126

Executed by the undersigned at MIAMI, FLORIDA
on March 31, 1995 .

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That CARIBBEAN LINE AGENCY, INC.
(NAME OF CORPORATION)
desiring to organize under the laws of the State of FLORIDA
(FLORIDA)
with its principal office, as indicated in the articles of
incorporation at City of MIAMI county
(CITY)
of DADE, State of FLORIDA
(COUNTRY) (STATE)
has named MIGUEL E. TURBAY
(NAME OF RESIDENT AGENT)
located at 608 NW 57th Avenue
(STREET ADDRESS AND NUMBER OF BUILDING,
POST OFFICE BOX ADDRESS NOT ACCEPTABLE)
city of FLORIDA, County of DADE
(CITY) (COUNTRY)

State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY Miguel E. Turbay
SIGNATURE
REGISTERED AGENT
AND
INCORPORATOR

FILED
MAR 31 1985
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/13/97

FLORIDA DIVISION OF CORPORATIONS
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O: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

AME: CARIBBEAN LINE AGENCY, INC.

AUDIT NUMBER.....H97000007876

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 3

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TALLAHASSEE, FLORIDA

SH 5/14
Amend.

RECEIVED

97 MAY 14 PM 1:08

SECRETARY OF STATE

41022-3709 06/14/87 08:21 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1997

CARIBBEAN LINE AGENCY, INC.
609 N.W. 57TH AVENUE
P.O. BOX 520096
MIAMI, FL 33126

SUBJECT: CARIBBEAN LINE AGENCY, INC.
REF: P95000025912

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6908.

Steven Harris
Corporate Specialist

FAX And. #: H97000007876
Letter Number: 097A00025737

5/13/97

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FLORIDA DIVISION OF CORPORATIONS

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ARTICLES OF AMENDMENT

OF

CARIBBEAN LINE AGENCY, INC.

Pursuant to the provision of section 607.1006, Florida Statutes,
this corporation adopts the following articles of amendment to
its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being
amended, added or deleted)

ARTICLE EIGHT - (amended) The number of directors constituting
the ——— board of directors of the corporation is one. The
name and address of each person who is to serve as a member of
the ——— board of directors is:

<u>NAME</u>	<u>ADDRESS</u>
MARIA E. ROJAS	5555 NW 72nd Avenue Miami, FL 33166

SECOND: IF AN AMENDMENT provides for an exchange, reclassification
or cancellation of issued shares, provisions for imple-
menting the amendment if not contained in the amendment
itself, are as follows:

Miguel Turbay
608 N.W. 57th Ave.
Miami, FL 33126
(305) 262-4053

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TALLAHASSEE, FLORIDA

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THIRD The date of each amendment's adoption MAY 8, 1997

FOURTH: Adoption of Amendment(s) (check one)

The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

X The amendment(s) was/were adopted by the incorporator(s) without shareholder action and shareholder action was not required.

Signed this 8 day of May, 1997

Signature 

(By the chairman or Vice chairman of the Board of Directors, President or other officer if adopted by the shareholder(s).)

OR

(By a director if adopted by the Directors)

OR

(By an incorporator if adopted by the incorporator(s))

MIGUEL E. TURBAY

Typed or print name

INCORPORATOR

Title

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