

SENT BY: FOLEY & LARDNER

4-17-95 12:11 JACKSONVILLE OFFICE- DIV OF CORPORATIONS: 2/7

195000027277

PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION
YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:
TYPE: EFIL01
CORPORATE NAME: X-PRESS FREIGHT FORWARDERS (USA), INC.

SUB-ACCOUNT NUMBER:
METHOD OF DELIVERY: F
FAX PHONE NUMBER: (904)359-8700
MAILING NAME/ADDRESS: FOLEY & LARDNER
200 LAURA ST
JACKSONVILLE

FL 32202- US
EFFECTIVE DATE
4-17-95

CERTIFICATE(S) REQUESTED: NO
ESTIMATED CHARGES: \$70.00

IF THE ABOVE INFORMATION IS CORRECT, AND YOU WOULD LIKE TO HAVE THE ACCOUNT CHARGED, PLEASE ENTER YOUR PASSWORD. TO ABANDON THIS PROCESS, ENTER 'N'.

ENTER/SELECTION AND <CRFLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING CONFIRMATION

10:29 AM

YOU HAVE REQUESTED TO SUBMIT THE FOLLOWING DOCUMENT:

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** INVALID SELECTION...PLEASE RE-ENTER **

ENTER/SELECTION AND <CRFLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

((H95000004279)) ELECTRONIC FILING COVER SHEET
TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER
DEPARTMENT OF STATE 200 LAURA ST

STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

JACKSONVILLE FL 32202-
CONTACT: KAREN PETERSON
PHONE: (904) 359-2000
FAX: (904) 359-8700

((H95000004279)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.C.
NAME: X-PRESS FREIGHT FORWARDERS (USA), INC.
FAX AUDIT NUMBER: H95000004279 CURRENT STATUS: REQUESTED
DATE REQUESTED: 04/17/1995 TIME REQUESTED: 10:30:03
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0

FL 32202- US

10:30 AM

SENT BY: FOLEY & LARDNER

: 4-17-95 : 12:11 : JACKSONVILLE OFFICE - DIV OF CORPORATIONS: 1 / 7

FOLEY & LARDNER

POST OFFICE BOX 240
JACKSONVILLE, FLORIDA 32201-0240

THE GREENLEAF BUILDING
200 LAURA STREET 32202-3030
TELEPHONE (904) 359-2000

ORLANDO, FLORIDA
TALLAHASSEE, FLORIDA
TAMPA, FLORIDA
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN
MADISON, WISCONSIN
CHICAGO, ILLINOIS
WASHINGTON, D.C.
ALEXANDRIA, VIRGINIA
ANNAPOLIS, MARYLAND

FACSIMILE TRANSMISSION

TO: Florida Division of Corporations

FAX NO.: (904)922-4000

FROM: Migdalia Figueroa

FAX NO.: (904) 359-0509

DATE: April 17, 1995

TIME: 11:51am

NO. OF PAGES (including this page): 7

MESSAGE:

OPERATOR: MF

FILE NO.: 65552/101

IF YOU DO NOT RECEIVE ENTIRE FAX TRANSMISSION,
PLEASE CALL US AS SOON AS POSSIBLE AT (904) 359-2000

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ARTICLES OF INCORPORATION
OF
X-PRESS FREIGHT FORWARDERS (USA), INC.

FILED
65 APR 17 PM 2
RECEIVED
JACKSONVILLE
FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

EFFECTIVE DATE
4-14-95

Section 1.1 Name. The name of the corporation is X-Press Freight Forwarders (USA), Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 2586 Lane Avenue North, Jacksonville, Florida 32254.

Section 1.3 Mailing Address. The mailing address of the corporation is 2586 Lane Avenue North, Jacksonville, Florida 32254.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4**CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share.

ARTICLE 5**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F & L Corp.

ARTICLE 6**DIRECTORS**

Section 6.1 Number. This corporation shall have one (1) director(s) initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

NAME**ADDRESS**

Ernesto (Tito) Vilanova

P. O. Box 3557
Carolina, Puerto Rico 00985

ARTICLE 7**BYLAWS**

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Mitchell W. Legler

ADDRESS

200 Laura Street
Jacksonville, Florida 32202

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 14 day of April, 1995.



Mitchell W. Legler, Incorporator

SENT BY: FOLEY & LARDNER

: 4-17-95 : 12:16 : JACKSONVILLE OFFICE- DIV OF CORPORATIONS: 7/ 7

Fax Audit No. H95000004279

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F & L CORP., Registered Agent

By


Mitchell W. Legler, Authorized Signatory

Dated: 4/14/95, 1995

FILED
55 APR 17 PM 2:51
SECRETARY OF STATE
JACKSONVILLE, FLORIDA

FAXC1905T40T4417
04/13/95 2:40pm 267/6