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*ALSO MEMBER COLORADO BAR
*ALSO MEMBER LOUISIANA BAR
*ALSO MEMBER MICHIGAN BAR

May 1, 1995

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(305) 764-7110 vvv

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

RE: Transcomm (Florida) International, Inc.

Gentlemen:

Enclosed is the original and a duplicate copy of the Articles of Incorporation of the above proposed Corporation. The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy and return same to the undersigned.

Our check in the amount of \$122.50 representing the filing fee is enclosed.

Very truly yours,

V. J. VOORHEIS
Of Counsel

VJV/slh
Enclosures
SEC2.LTR

950000090571
-05/05/95-01073-002
****122.50**** (22.50)

700001477387
-05/05/95-01073-002
****122.50**** (22.50)

REGISTERED MAY 9 1995

FILED
95 MAY -5 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TRANSCOMM (FLORIDA) INTERNATIONAL, INC.

FILED
95 MAY -5 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I. NAME

The name of this corporation is TRANSCOMM (FLORIDA) INTERNATIONAL, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefits society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents,

copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

In general, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida, and to possess and exercise all the powers and privileges granted by the General Corporation Law of Florida or by any other law of Florida or by these Articles of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the business or purpose of the corporation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$1.00 per share.

Each Stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such votes for one or more directors in any manner as desired.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$500.

ARTICLE V. TERM OF EXISTENCE

This corporation shall begin as soon as possible and is to exist perpetually.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the business office of this corporation is 1731 S.E. 15th Street, Suite 212, Fort Lauderdale, Florida 33316, and the mailing address is P. O. Box 350126, Fort Lauderdale, Florida 33335. The name of the initial registered agent of this corporation is V. J. VOORHEIS, ESQ., whose address is 540 N.E. 4th Street, Fort Lauderdale, FL 33301-1192.

ARTICLE VII. DIRECTORS

This corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
JAMES A. WILSON	16215 Air Cargo Road Seattle, WA 98158
JANICE YAMBOR	220 N.E. '42nd Court Oakland Park, FL 33334

ARTICLE IX. SUBSCRIBERS

The name and post office address of the subscriber to these Articles of Incorporation, the number of shares of stock he agrees to take and the value of the consideration therefor, are:

<u>Name and address</u>	<u>Shares</u>	<u>Consideration</u>
V. J. VOORHEIS 540 N.E. Fourth Street Fort Lauderdale, FL 33301	500	\$500

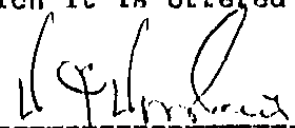
ARTICLE X. AMENDMENT

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 them to the Stockholders and approved at a meeting of the Stockholders by 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.

ARTICLE XI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.


V. J. VOORHEIS

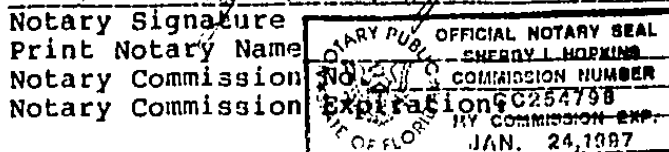
STATE OF FLORIDA)
) ss. i
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared V. J. VOORHEIS, who is personally known to me and known to me to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me, under oath, that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 1st day of May, 1995.

(SEAL)

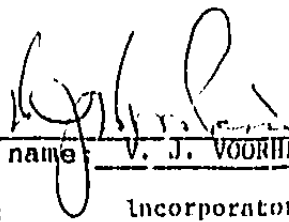
C/2
TRANS.ART1-3
TRANS.CP



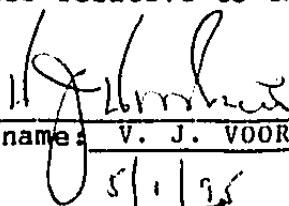
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OR PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

THAT: TRANSCOMM (FLORIDA) INTERNATIONAL, INC.,
desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business in the City of
Fort Lauderdale, State of Florida, has named
V. J. VOORHEIS, ESQ., located at 540 N.E. 4th Street
, City of Fort Lauderdale,
State of Florida 33301-1192, as its Agent to accept service of
process within Florida.


print name: V. J. VOORHEIS
Title: Incorporator
Date: 5/1/95

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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.


print name: V. J. VOORHEIS
Date: 5/1/95

C/8
REG.AG
REG.AGCP

FILED
95 MAY -5 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA