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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINER STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: EMPIRE CORPORATE K...
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
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FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: & F CARGO SERVICES, INC.
FAX AUDIT NUMBER: H95000005844
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TALLAHASSEE, FLORIDA

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TO

1904922

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MAY 25 PM 4:55

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JULIO V. ARANGO, ESQ.
814 PONCE DE LEON BLVD.
SUITE 800
CORAL GABLES, FL 33134
(305) 446-9175
FL. BAR NO. 255726

ARTICLES OF INCORPORATION
OF

S & F CARGO SERVICES, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation is:

S & F CARGO SERVICES, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence. The corporate existence commences at the date of execution and acknowledgement of these Articles on the 24th of May, 1995.

ARTICLE III

PURPOSE

This corporation is organized for the following purpose:

- a. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.
- b. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind

EFFECTIVE DATE

5-24-95

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nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.

c. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidences of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any or all lawful activity and to institute participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV

POWER

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at one dollar (\$1.00) per value, which shall be designated "Common Shares".

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ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal place of business for this corporation shall be 814 Ponce De Leon Blvd., Ste. 506, Coral Gables, FL. 33134.

ARTICLE VII

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT

The street and address of the initial registered office of this corporation is: 814 Ponce De Leon Blvd., Ste. 506, Coral Gables, FL. 33134, and the name of the initial registered agent of this corporation at that address is: JULIO V. ARANGO, ESQ.

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors(s), initially the number of director(s) may be either increased or diminished from time to time by the laws. The names and addresses of the initial director(s) of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify (is), are:

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<u>NAME</u>	<u>ADDRESS</u>
JOSE ROJO	3426 S.W. 112th Ave. Miami, FL. 33165
SARA GONZALEZ	2489 S.W. 64th Ave. Miami, FL. 33155

ARTICLE X

INCORPORATORS

The names and addresses of the persons signing these Articles (is) are:

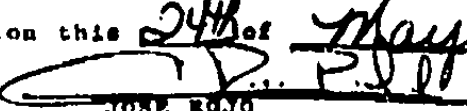
<u>NAME</u>	<u>ADDRESS</u>
JOSE ROJO	3426 S.W. 112th Ave. Miami, FL. 33165
SARA GONZALEZ	2489 S.W. 64th Ave. Miami, FL. 33155

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeat any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have (has) executed these Articles of Incorporation this 24th of May, 1993.


JOSE ROJO


SARA GONZALEZ

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STATE OF FLORIDA)
COUNTY OF DADE)ss!

BEFORE ME, a Notary Public authorized to take acknowledgment in the state and county set forth above, personally appeared,

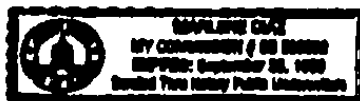
JOSÉ ROJO and SARA GONZALEZ,

Known to me and known by me to be the person(s) who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24th day of May, 1995.

Marlene Diaz
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



del
to

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FILED
95 MAY 25 PM 4:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA