P950000041764

5/26/95 FLORIDA DIVISION OF CORPORATIONS 9:48 AM
PUBLIC ACCESS SYSTEM
(((H95000005948))) ELECTRONIC FILING COVER SHEET

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

FROM: FAS-T CORP. AGENTS, INC.
8405 NW 53RD ST
SUITE C-100
MIAMI FL 33166-
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839
FAX: (305) 592-9591

(((H95000005948))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SARI U.S.A. CORP.
FAX AUDIT NUMBER: H95000005948 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/26/1995 TIME REQUESTED: 09:48:17
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: $122.50 ACCOUNT NUMBER: 071001002335

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.
(((H95000005948)))
** ENTER 'M' FOR MENU. **
5/26/95 FLORIDA DIVISION OF CORPORATIONS 9:48 AM
PUBLIC ACCESS SYSTEM
ELECTRONIC PROCESSING MENU
--KEY--

5/30/95
TD

H95000005948

ARTICLES OF INCORPORATION

OF

S A R I U.S.A. CORP.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: S A R I U.S.A. CORP.

The principal place of business of this corporation shall be: 7225 N.W. 25th St., Suite 210
Miami, Fl 33122

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is: 300 Shares $ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Alfredo M. Puig	14831 S.W. 60th St. Miami, Fl 33193
VP/Secretary: Jesus F. Couso	9531 S.W. 25 Dr. Miami; FL 33165
VP/Treasurer: Roggiero Suppa	Urbanizacion La Sorpresa, Ave 53, Puerto Cabello Estado Carabobo, Venezuela

Prepared by: Jesus F. Couso
7225 N.W. 25th St., Ste21
Miami, Fl 33122
(305) 477-3838

H95000005948

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Alfredo M. Puig and Jesus F. Couso   14831 S.W. 60th St.
Miami, FL 33193

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16th day of May, 19 95

Signature(s) of Incorporator(s)

Alfredo Puig

H95000005948

CERTIFICATE OF DESIGNATION
REGISTERED AGENT\REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: S A R I U.S.A. CORP.

2. The name and address of the registered agent and office is:

Jesus F. Couso

7225 N.W. 25th St. Suite 210

Miami, Florida 33122

SIGNATURE [signature]

TITLE President.

DATE 5/26/95

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND A AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE [signature]

DATE 5/26/95

P95000041764

ROGER RODRIGUEZ, ESQ., P.A.
OPERATING ACCOUNT
PH. 305-828-1690
2100 W. 76TH ST., SUITE 413
HIALEAH, FL 33016

No. 2597

63-9078/2670

Date 12/23/96

Pay to the order of Division of Corporations / Sec of State $ 35.00

Thirty Five ——— Dollars

OCEANMARK BANK

For Amendments: SARI USA, CORP.

⑈002597⑈ ⑆267090769⑆ 1300000031751⑈

200002050722--2
-01/08/97--01059--022
*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 DEC 27 PM12: 14

538-1901

Amend
SP 12/27/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 27 PM 12: 14

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PRO CARGO SERVICES, CORP.

Pursuant to Florida Statutes Section 607.1006, the Articles of Incorporation of the above named Corporation are hereby amended as follows:

1. The name of the corporation is PRO CARGO SERVICES, CORP., [Hereinafter, "Corporation"].

2. Article V of the Articles of Incorporation of the Corporation is amended to read as follows:

ARTICLE V - OFFICERS DIRECTORS

"The name(s) and street address(es) of the officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

President: Alfredo M. Puig, 14831 S.W. 60th Street, Miami, Florida, 33193;

V/President, Secretary & Treasurer:
Jesus F. Couso, 9531 S.W. 25th Drive, Miami, Florida, 33165

3. This Amendment was adopted by the sole incorporator of the Corporation on February 28, 1995, before the issuance of any shares, and therefore shareholder action was not required.

The undersigned Incorporation has executed these Articles of Amendment on February 28, 1995.

Jesus F. Couso, as
Incorporator