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TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
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MIAMI FL 33135-
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: TOTAL FREIGHT SYSTEM, INC.

FAX AUDIT NUMBER: H95000007215

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
TOTAL FREIGHT SYSTEM, INC.

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TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of this Corporation is:
TOTAL FREIGHT SYSTEM, INC.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSES

This Corporation is organized for the following purposes:

a: Moving freight of any kind as an importer, exporter consolidator, forwarder and any related activities.

b: To purchase receive lease, or otherwise, own, hold, improve, use and otherwise deal with real or personal property or any legal or equitable interest in property wherever located ; to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

CARLOS R. BUSQUETS, ESQ.
FL. BAR NO. 305370
780 N.W. LEBLANC RD. PAGE 1 OF 4
SUITE 517
MIAMI, FL 33126
(305) 448-1200

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c. In the purchase or acquisition of property, business rights or franchises, 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 arise, borrow and secure the payment of money in any lawful manner. 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 and promote commercial, mercantile, financial and industrial enterprises, and for the purposes of transacting any or all lawful business.

ARTICLE IV - POWERS

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

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue 5,000 shares of \$1.00 EACH PAR VALUE, common stock, which shall be designated "COMMON SHARES".

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII- STREET ADDRESS OF THE CORPORATION'S INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT. PRINCIPAL OFFICE.

The street address of the corporation's initial registered office and principal office is: 8366 N.W. 66th STREET, MIAMI, FLORIDA 33166 and the name of the initial

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registered agent of the corporation at that office is: PAUL MORANI

ARTICLE VIII- INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO Directors initially. The number of Directors may be wither increased or diminished from time to time by the bylaws. The names and addresses of the initial Directors of this Corporation until the first annual meeting of shareholders or until their successors are elected and qualified are:

| N A M E | A D D R E S S |
|-------------------|---|
| PAUL MORANI | 8366 N.W. 66th STREET MIAMI, FLORIDA 33166 |
| FABIAN A. ESTEBAN | 8366 N.W. 66th STREET MIAMI, FLORIDA 33166 |

ARTICLE IX - INCORPORATORS

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

| N A M E | A D D R E S S |
|-------------------|---|
| PAUL MORANI | 8366 N.W. 66th STREET MIAMI, FLORIDA 33166 |
| FABIAN A. ESTEBAN | 8366 N.W. 66th STREET MIAMI, FLORIDA 33166 |

ARTICLE X - AMENDMENT

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

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IN WITNESS WHEREOF, the undersigned have executed these
Articles of Incorporation this 26 day of JUNE, 1995.

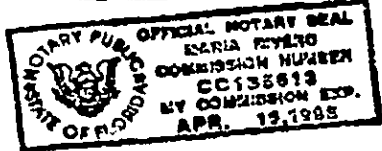
PAUL MORANI

FABIAN A. ESTEBAN

STATE OF FLORIDA)
COUNTY OF DADE } S.S.

BEFORE ME a Notary Public authorized to take
acknowledgments in the State and County set forth above,
personally appeared PAUL MORANI and FABIAN A. ESTEBAN
known to me and known by me to be the persons who executed
the foregoing Articles of Incorporation, and they
acknowledged before me that they executed these Articles of
Incorporation.

IN WITNESS WHEREOF, I have herunto set my hand and
affixed my official seal, in the State and County aforesaid,
this 26 day of JUNE, 1995.



Maria Fyelo
NOTARY PUBLIC

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR:
TOTAL FREIGHT SYSTEM, INC., AT THE PLACE DESIGNATED IN THESE
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.

DATED THIS 26 DAY OF JUNE, 1995.

PAUL MORANI
REGISTERED AGENT

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95 JUN 28 PM 6:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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