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TO: H95000010148 FROM: MIAMI PROFIT CORPORATION
DEPARTMENT OF STATE
STATE OF FLORIDA
401 EAST GONZALEZ STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

CONTACT: RAY STORMONT
PHONE: (305) 541-3894
FAX: (305) 541-3770

(((H95000010148))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OVERNITE EXPRESS COURIER INC.
FAX AUDIT NUMBER: H95000010148 CURRENT STATUS: REQUESTED
DATE REQUESTED: 09/12/1995 TIME REQUESTED: 13:40:28
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

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(((H95000010148)))

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TALLAHASSEE, FLORIDA

9/13

SEP 12 1995

10:41 AM

DEPT. OF STATE

SEP-12-1995 14:30

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PREPARED BY:
B & L BUSINESS BROKER
141 NE 3rd AVE S.206
MIAMI FL 33132
EVIAN NORONHA
(305) 373.6211

ARTICLES OF INCORPORATION OF

ARTICLE I - NAME

The name of this corporation is: OVERNITE EXPRESS COURIER INC

with the principal place of business located at:

141 NE 3rd AVE S.300
MIAMI FL 33132

ARTICLE II - PURPOSE

This corporation shall have perpetual existence and may engage in any and all lawful business under the laws of the United State and the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of one dollar par (\$1.00) par value common stock.

ARTICLE IV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new common stock of this corporation, shall have the right to purchase their pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - INITIAL REGISTERED OFFICE

The street address of the registered office of this corporation is:

141 NE 3rd AVE S.300
MIAMI FL 33132

The name of the Initial Registered Agent of this corporation is:

ROLANDO DE LAMARE

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TALLAHASSEE, FLORIDA

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have 02 director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The initial director(s) of this corporation :

MARCELO DE PAULA MOREIRA- PRESIDENT
ROLANDO DE LAMARE- VICE-PRESIDENT

ARTICLE VII - INCORPORATOR

The name and address of the person signing this article is:

MARCELO DE PAULA MOREIRA
650 NW 86th PL #03-201
MIAMI FL 33126

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

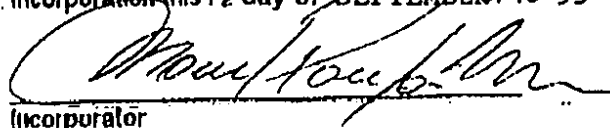
ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the director of, shareholders of this corporation.

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholder.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of SEPTEMBER 19 95



Incorporator

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CERTIFICATE DESIGNATING THE ADDRESS AND ANAGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

That OVERNITE EXPRESS COURIER INC. desiring to organize under
the laws of the State of Florida, which will have its principal office in the County of Dade,
State of Florida, has appointed ROLANDO DE LAMARE
, as its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named by the first Board of Directors of

OVERNITE EXPRESS COURIER INC.
to accept service of process for the above stated corporation, at the place designated in
this certificate, I hereby agree to act in the capacity of Registered Agent for said
corporation, and agree to comply with the applicable provision of the Florida Statutes,
this 12th day of SEPTEMBER, 19 95 .


Registered Agent

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STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MARCELO DE PAULA MOREIRA

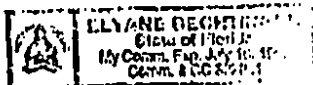
known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my official seal, in the state and county aforesaid this 12th day of SEPTEMBER , 19 95 .



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:



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95 SEP 12 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 6, 1997

B & L Business Legal, Inc.
141 NE 3rd Ave., Suite 206
Miami, FL 33132

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*****35.00 *****35.00

SUBJECT: OVERNITE EXPRESS COURIER INC.
Ref. Number: P95000070273

We have received your document for OVERNITE EXPRESS COURIER INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your check for filing the enclosed document was not signed. Please sign it and return the document for filing.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne
Senior Section Administrator

Letter Number: 397A00030713

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DIVISION OF CORPORATIONS
97 JUN 16 PM 2:12

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R. AGENT _____
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DIVISION OF CORPORATIONS

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

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I, *Rolando de Lamare*, hereby resign as *Vice President*
(Title)

of *OVERNITE EXPRESS COURIER INC.*
(Name of Corporation)

a corporation organized under the laws of the State of *FLORIDA*.

That the corporation has been notified in writing of the resignation.

Rolando de Lamare
(Signature of resigning officer/director)

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FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314