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January 7, 1997

FILED
97 JAN 10 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

Re: American Logistic Services, Inc.

Dear Sir/Madame:

Enclosed please find the Amended and Restated Articles of Incorporation which we are submitting for the above reference, and a check for \$35.00 filing fee cost.

Thank you for your assistance.

Very truly yours,
Michael E. Hill
Michael E. Hill

Amended & Restated Art.

V8 JAN 17 1997

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AMERICAN LOGISTIC SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby amends and restates its Articles of Incorporation under the Florida Business Corporation Act, originally filed November ~~11~~₃₀, 1995.

ARTICLE I. NAME

The name of this corporation is:

American Logistic Services, Inc.

(the "Corporation"). The principal and mailing address of the Corporation is: c/o Michael E. Hill, Esq., 601 Brickell Key Drive, Suite 702, Miami, Florida, 33131.

ARTICLE II. CAPITAL STOCK

The total number of all shares of all classes of stock which the Corporation shall have authority to issue is 10,000,000 shares, consisting of one class of 1,000,000 shares of common stock, with no par value ("Common Stock"), four classes of non-voting, non-convertible preferred stock, consisting of 1,000,000 shares in each class ("Preferred Stock Class A, B, C and D", respectively), and five classes of non-voting preferred stock which may be convertible to Common Stock with full voting privileges and consisting of 1,000,000 shares in each class ("Convertible Preferred Stock Class AA, BB, CC, DD and EE", respectively.)

The holders of Common Stock shall have all voting rights, which rights shall be unlimited, and shall be entitled to receive all the Corporation's net assets upon dissolution. All shares of Common Stock shall have a voting power of one vote per share. All shares of Common Stock shall have identical other powers, privileges, preferences, rights, qualifications, limitations and restrictions.

The originally authorized 1,000 shares of Common Stock of the Corporation shall be and are hereby canceled, and each holder thereof shall receive 1,000 shares of the newly authorized Common Stock for each share of the canceled Common Stock.

Other than as set forth herein, the board of directors of the Corporation may determine, in whole or in part, the preferences, limitations, and relative rights of any class of shares of the Corporation. The board of directors may divide any class of stock into multiple series, each with separate designations and distinct rights, preferences and limitations.

ARTICLE III. NATURE OF BUSINESS

This corporation may engage in or transact in 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 IV. REGISTERED AGENT

The registered office of this Corporation shall be at 601 Brickell Key Drive, Suite 702, Miami, Florida 33131 and the registered agent of this Corporation at such office shall be Michael E. Hill.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

The name and street address of the original incorporator of the Corporation was Corporation Service Company, 1201 Hays Street, Tallahassee, Florida, 32301.

IN WITNESS WHEREOF, the undersigned, being authorized to do so on behalf of all of the shareholders and directors of the Corporation, has executed these Amended and Restated Articles of Incorporation on this 30 day of November, 1996.

AMERICAN LOGISTIC SERVICES, INC.

By: Mario Repetto
Mario Repetto, President

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of American Logistic Services, Inc. at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.



Michael E. Hill
Registered Agent

CERTIFICATE REQUIRED BY F.S. 607.1007

1. The within Amended and Restated Articles of Incorporation contain an amendment which requires shareholder approval.
2. The within amendments were adopted on November 7, 1996.
3. The number of votes cast for the amendment by shareholders was sufficient for approval.

AMERICAN LOGISTIC SERVICES, INC.

By: 
Mario Repetto, President