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May 14, 1997

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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, a check for \$35.00 filing fee cost.

Thank you for your assistance.

Very truly yours,

Michael E. Hill

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

The undersigned hereby amends and restates its Articles of Incorporation under the Florida Business Corporation Act, originally filed November 11, 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 12, 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.

ARTICLE VII. RESTRICTION ON THE VOLUNTARY ISSUANCE, SALE OR TRANSFER OF SHARES

The issuance, sale, assignment, transfer, pledge or other disposition of the shares of stock by the Corporation or any of its stockholders, whether voluntary or by operation of law, are subject to transfer restrictions more particularly described in the Amended and Restated Stockholders Agreement, dated February 9, 1996, as modified, between Homestead Air Base Developers, Inc. and its stockholders (The "Stockholders Agreement"), a copy of which is on file in the offices of the Corporation. Any unauthorized transfer shall be void and

ineffectual and shall not operate to transfer any interest or title to the purported transferee of the shares. This Article may not be amended without the consent of HABDI.

VIII. CERTIFICATE ENDORSEMENT

On or before the issuance, sale, or transfer of any shares of stock by the Corporation or any of its stockholders, the certificates representing all outstanding shares of stock of the Corporation shall be surrendered to the Corporation and endorsed as follows:

"Any sale, assignment, transfer, pledge or other disposition of the ownership interest represented by this certificate is restricted by, and subject to, the Amended and Restated Stockholders Agreement, dated February 9, 1996, as modified, between Homestead Air Base Developers, Inc. ("HABDI") and its stockholders, a copy of which is on file in the records of HABDI. By acceptance hereof, the holder agrees to be bound by the terms of said Agreement."

This Article may not be amended without consent of HABDI.

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 Second Amended and Restated Articles of Incorporation on this 13 day of MAY, 1997.

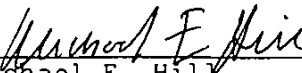
AMERICAN LOGISTIC SERVICES, INC.

By: 

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 Second Amended and Restated Articles of Incorporation contain an amendment which requires shareholder approval.
2. The within amendments were adopted on MAY 13, 1997.
3. The number of votes cast for the amendment by shareholders was sufficient for approval.

AMERICAN LOGISTIC SERVICES, INC.
By: 

Mario Repetto, President