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1/10/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

000

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 599-0839

FAX: (305) 592-9591

((H9600000446))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: DROP EXPRESS COURIER, INC.

FAX AUDIT NUMBER: H9600000446

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/10/1996

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95 JAN 10 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
DROP EXPRESS COURIER, INC.**

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

We, the undersigned, hereby associate together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provision of the Laws of said State providing for the information, liabilities rights, privileges and immunities of a corporation for profit.

**ARTICLE I  
NAME, ADDRESS AND AGENT**

The name of this corporation shall be: **DROP EXPRESS COURIER, INC.** Here and after referred to as the corporation its principal office shall be located at: **5050 C N W 74 AVENUE, MIAMI, FLORIDA 33166** its Registered agent shall be: **MIGUEL PALACIO.**

**ARTICLE II  
NATURE OF BUSINESS**

Section 1. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things herein after mentioned, as fully and to the same extent a natural persons might of could, viz.

A.- To carry on business in the United States of North America or any foreign Country or Countries, to buy, sell, export, lease, sublease, hold, procure, transport, manufacture, acquire and deal generally, both in wholesale and retail, in goods and services of all types, both as principal, and/ or agent in any part of the world.

**ARTICLE III  
CAPITAL STOCK**

The capital stock of the Corporation upon commencing business operation shall consist of **ONE HUNDRED (100) shares of \$ 10.00 dollars per value for Incorporation purposes, each share will have a nominal value set at TEN DOLLARS (\$10.00) per share as consideration. Said shares of common stock to have \$ 10.00 as per value, all shares to be issued fully paid and non assessable, the capital stock of this corporation may be paid in lawful money of. the U.S.A. in property, labor of services at a fair and just valuation to be fixed by the stockholder or by the Board of Directors. Determination of just value fixed by the Board of Directors is to be conclusive proof of said value.**

Prepared by: Miguel Palacio  
5050 C NW 74th Ave.  
Miami, FL 33166  
(305) 827-2662

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**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which the Corporation shall begin business shall not be less than ONE THOUSAND DOLLARS (1000.00)

**ARTICLE V  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence.-----

**ARTICLE VI  
BOARD OF DIRECTORS**

The Board of Directors shall consist of not less than ( 2 ) persons.

**ARTICLE VII  
INITIAL DIRECTORS AND OFFICERS**

The name and address of the first Board of Director who are subject to the provisions of these articles of Incorporation, the By-laws and the act of the legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified are the following.-----

NAME	ADDRESS	TITLE
Miguel Palacio	1337 W. 49 Place Hialeah, Fl. 33012	PRESIDENT
Julio LLerena	9911 W Heather Lane Miramar, Fl. 33025	VICE-PRESIDENT
Guillermo Ramon	18330 NW 68 Avenue Hialeah, Fl. 33015	TREASURER
Ariel E. Polo	7995 W 30 Ct. Hialeah, Fl. 33016	SECRETARY

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# BY-LAWS

The regulation of the business and the conduct of the affair of the corporation and the provision creating and limiting the power of the corporation, the directors and the stockholders or any class of stockholders of the corporation, shall be controlled by the By-laws which shall be adopted by stockholders of the corporation as soon as practicable after the corporation shall be formed which said By-laws may from time to time and whenever be necessary by amended by the Board of Directors of the Corporation IN WITNESS WHEREOF, The undersigned have made and signed these Articles of incorporation at Miami, Florida County of Dade.-----

  
MIGUEL PALACIO  
PRESIDENT

  
JULIO LLERENA -  
VICE-PRESIDENT

  
GUILLERMO RAMON  
TREASURER

  
ARIEL E. POLO  
SECRETARY

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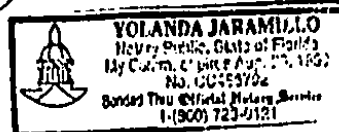
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STATE OF FLORIDA)  
                                  ) S.S  
COUNTY OF DADE )

I , HEREBY CERTIFY that on this Jan. 03rd, 1996 before me personally appeared the undersigned authority: MIGUEL PALACIO, PRESIDENT, JULIO LLERENA, VICE-PRESIDENT, GUILLERMO RAMON, AS TREASURER, AND ARIEL E. POLO, AS SECRETARY, to me well known to be the persons and subscribers and who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have here unto set my hand and official seal, at Miami, County of Dade, State of Florida.

*Yolanda Jaramillo*  
YOLANDA JARAMILLO



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**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:

**DROP EXPRESS COURIER, INC.**

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

**MIGUEL PALACIO  
5050 C n.w. 74 Avenue  
Miami, Fl. 33166**

Signature: \_\_\_\_\_

**MIGUEL PALACIO  
President**

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

**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  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO  
THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM  
FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS  
REGISTERED AGENT.**

\_\_\_\_\_  
**MIGUEL PALACIO  
Registered Agent**

Y & A PROFESSIONAL SERVICE, INC.  
D / B / A THE MANAGEMENT GROUP, INC

Accounting  
Corporations  
Income Tax  
Translations  
Notary Public  
Business Planning

Payroll  
Accounts Recv.  
Software  
Computers  
Tax Planning

P96000003117

Miami, April 22, 1996

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O.BOX 6327  
TALLAHASSEE, FLORIDA 32314

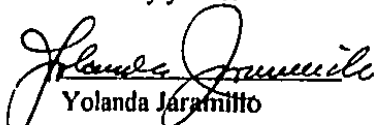
Gentlemen:

Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of  
Articles of Incorporation of: DROP EXPRESS COURIER, INC.

Please send the amendment to :

Y & A Professional Service, Inc.  
4995 N.W. 72 AVE SUITE #201  
Miami, Florida 33166

Sincerely yours:

  
Yolanda Jaramillo  
Accountant

FILED  
96 APR 29 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-05/01/96--01024--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amendment  
5-7-96  
DC

**FIRST CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
DROP EXPRESS COURIER, INC.**

**FILED**  
96 APR 29 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

All the Stockholders of DROP EXPRESS COURIER, INC. A Florida Corporation under its corporate seal and the hand of its President Miguel Palacio, here by certify as follows:

**CLAUSE I**

That all the Shareholders of DROP EXPRESS COURIER, INC. in response to a call and notice of meeting, held on APRIL 17, 1996, at 5050 C. NW. 74 Avenue, Miami, Florida 33166, the place of the principal office and the Registered office, at which meeting all the shareholders were present, that a resolution was unanimously approved and adapted amending Articles of Incorporation to read as follows:

**ARTICLE VII  
DIRECTORS AND OFFICERS**

On motion duly made, the name of JULIO LLERENA, resigned from the board of Directors in the office Vice-President. No other names were appointed to the Board of Directors. The Capital Stock of the corporation consists of 1000 shares of \$ 1.00 dollar per value. Not been any other changes the new Board of Directors and the shares distributions is to read as follows:

NAME AND ADDRESS	TITLE	SHARES
Miguel Palacio 1337 W 49 Place hialeah, Fl. 33012.	PRESIDENT	- 50%-



Guillermo Ramon  
9911 W Heather Lane  
Miramar, Fl. 33025

TREASURER

-25%-

Ariel E. Polo  
7995 w. 30 cT.  
Hialeah, Fl. 33016

SECRETARY

-25%-

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day April 17th, 1996 at Miami, Florida -----

DROP EXPRESS COURIER, INC.

a Florida Corporation

  
MIGUEL PALACIO  
PRESIDENT

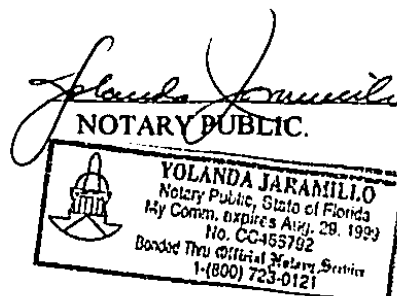
STATE OF FLORIDA )

) S.S.

COUNTY OF DADE )

I HEREBY CERTIFY that on this day April 17th, 1996,- before me personally appeared the under signed authority MIGUEL PALACIO AS PRESIDENT OF DROP EXPRESS COURIER. INC.. and He acknowledges that he executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County of Dade.



P96000003117

Miami, May 14th, 1997

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

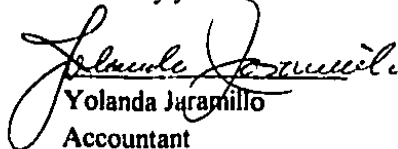
Gentlemen:

Enclosed please find ch., in the amount of \$ 35.00 dollars and the two copies of the amendment of Articles of Incorporation of: DROP EXPRESS COURIER, INC.

Please send the amendment to :

Y & A Professional Service, Inc.  
4995 N.W. 72 AVE SUITE #201  
Miami, Florida 33166

Sincerely yours:

  
Yolanda Jaramillo  
Accountant

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-05/19/97--01093--013  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SH 5/30  
Amend.

FILED  
97 MAY 19 AM 8:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
DROP EXPRESS COURIER, INC.**

**FILED**  
**97 MAY 19 AM 8 32**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

All the Stockholders of **DROP EXPRESS COURIER, INC.** a Florida Corporation under its corporate seal and the hand of its President , **Guillermo Ramon**, here by certify as follows:

**CLAUSE I**

That all the Directors of **DROP EXPRESS COURIER, INC.** in response to a call and notice of meeting, held on May 6th 1997 at 5050 C. N.W. 74 Avenue, Miami, Fl. 33166, the place of the principal office and the Registered office, at which meeting all the Directors were present, that a resolution was unanimously approved and adapted amending Articles I, VII l and VIII of Incorporation to read as follows.

**ARTICLE II  
NEW REGISTERED AGENT**

The new Registered agent of the corporation is: **Guillermo Ramon**, located at **5050 N.W 74 Avenue, Miami, Florida 33166.**

**ARTICLE VII AND VIII  
NEW BOARD OF DIRECTORS AND OFFICER**

Upon motion duly made, was approved that **Miguel Palacio** and **Ariel E. Polo**, Resigned from the office of Directors of the corporation..

.The capital stock of the corporation consist of 100 chares of \$ 10.00 dollar per value.

Not been any other changes, the Secretary announced the new Board of Directors to read as follows:

NAME & TITLE:

ADDRESS:

SHARES

GUILLERMO RAMON  
President

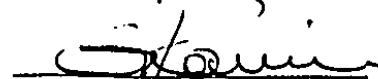
225 N.W. 207 Street  
Pembroke Pines, Fl.

-100%-

IN WITNESS WHEREOF, The Corporation has caused this amendment to the Articles of Incorporation to be executed for it, and its name for its President, and attested by its Secretary both of whom have the full power and instructions and authority to do so, and its Corporate seal to be here unto affixed, on this day May 6th 1997 at Miami, Florida -----

DROP EXPRESS COURIER, INC..

a Florida Corporation



GUILLERMO RAMON  
President


STATE OF FLORIDA )

) S.S.

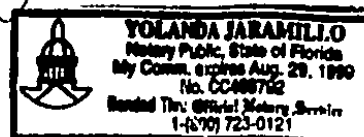
COUNTY OF DADE )

I HEREBY CERTIFY that on this day May 6th, 1997 before me personally appeared the under signed authority GUILLERMO RAMON, as President of DROP EXPRESS COURIER, INC.. and he acknowledged that he executed the foregoing amendment to the articles of Incorporation after having been duly authorized to do so.

WITNESS my hand and official seal, at Miami, Florida County



NOTARY PUBLIC



**CERTIFIED OF DESIGNATION  
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of 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:

**DROP EXPRESS COURIER, INC.**

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

**GUILLERMO RAMON  
5050 C N.W. 74 AVENUE  
MIAMI, FL. 33166**

Signature: \_\_\_\_\_



**GUILLERMO RAMON  
PRESIDENT**

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 OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATED TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



**GUILLERMO RAMON  
REGISTERED AGENT**