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NAPLES, FLORIDA 33940  
(813) 627-1600

January 17, 1996

State of Florida  
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

900001638439  
-01/25/96--01098--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Shippers and Brokers, Inc.

Dear Sir or Madam:

Enclosed is the original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and certify and return to us one certified copy.

We are enclosing our check in the amount of \$122.50 covering:

\$ 35.00 - Filing Fee  
35.00 - Certificate Designating Registered Agent  
52.50 - Certified Copy

\$122.50

Thank you for your assistance in this matter.

Very truly yours,

Mark V. Silverio

MVS:dm  
Enclosures

FILED  
96 JAN 19 PM 12:24  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SAB  
1/24/96

**ARTICLES OF INCORPORATION  
OF  
SHIPPERS AND BROKERS, INC.**

FILED  
95 JAN 19 PM 12:24

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of this corporation is Shippers and Brokers, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 300 Northwest 107th Avenue, No. 102, Miami, Florida 33172.

**ARTICLE III: CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five thousand (5,000) shares having a par value of (\$1.00) per share.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is Jose Antonio Zarruk, 300 Northwest 107th Avenue, No. 102, Miami, Florida 33172.

**ARTICLE V: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Mark V. Silverio, Esq., Silverio & Hall, Suite 2450 Courthouse Tower, 44 West Flagler Street, Miami, Florida 33130.

**ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The name and address of each member of the initial Board of Directors of the corporation is:

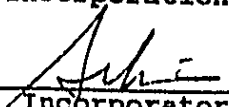
President/Director: Roberto Calderon Mesa, Km3 Carretera Norte,  
c/o Cereales y Vegetales S.A., Managua, Nicaragua.

Treasurer/Director: Miguel Guzman Bolanos, Km3 Carretera Norte,  
c/o Cereales y Vegetales S.A., Managua, Nicaragua.

Secretary/Director: Carlos Zarruk Perez, Km3 Carretera Norte, c/o  
Cereales y Vegetales S.A., Managua, Nicaragua.

Director: Jose Antonio Zarruk, 300 Northwest 107th Avenue, No.  
102, Miami, Florida 33172.

The undersigned has executed these Articles of Incorporation this  
15 day of January, 1996.

  
\_\_\_\_\_  
MARK V. SILVERIO, Incorporator

**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 **Shippers and Brokers, Inc.**
2. The name and address of the registered agent and office is:

Jose Antonio Zarruk  
300 Northwest 107th Avenue, No. 102  
Miami, Florida 33172

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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
JOSE ANTONIO ZARRUK

Date: January 15 - 1996.

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63 JAN 19 PM 12:24