

P96000015693

PRATS, FERNANDEZ & CO.
151 MAJORCA AV. SUITE C
CORAL GABLES, FL 33134
Tel. (305) 444 8333
Fax. (305) 444 8334

February 14, 1996

Secretary of State
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: AMERICAN FREIGHT FORWARDERS CORPORATION

Dear Sirs:

We are enclosing the following:

1) Articles of Incorporation of the subject
company, duly executed

2) Check for \$122.50 covering:

Filing fee \$ 35.00

Certified copy 52.50

Registered Agent
Designation 35.00

\$122.50
=====

Thank you for your assistance.

Very truly yours,


Francisco J. Fernandez

FEB 20 1996

encs.

600001718646
-02/20/96--01023--006
***245.00 ***122.50

FILED
FEB 19 PM 1:56
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION
OF
AMERICAN FREIGHT FORWARDERS CORPORATION

FILED
56 FEB 19 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby subscribes this Certificate of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, subject to the following provisions:

ARTICLE ONE

The name of the corporation shall be

AMERICAN FREIGHT FORWARDERS CORPORATION

ARTICLE TWO

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE THREE

The maximum number of shares of stock which the corporation will have outstanding at any time shall be 600 shares of common stock of \$1.00 par value per share. All or any part of the capital stock may be paid for either in lawful monies of the United States of America, or in services, at a true valuation thereof.

ARTICLE FOUR

The corporation shall begin business with a minimum capital in the amount of \$600.00 (six hundred and 00/100 dollars).

ARTICLE FIVE

This Corporation shall have perpetual existence.

ARTICLE SIX

Initially the principal office of the corporation shall be located at 151 Majorca Av. Coral Gables, FL. 33134. Other offices for the transaction of business may be located wherever the Directors may deem necessary or expedient.

ARTICLE SEVEN

The business of the corporation shall be managed by a Board of Directors, whose members need not be stockholders of the corporation. Originally there will be three directors. The number of directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meetings prescribed by the by-laws.

ARTICLE EIGHT

The names and post office addresses of the members of the first Board of Directors and officers who shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified are as follows:

BOARD OF DIRECTORS

Antonio Paulo Bourroul
Director-Chairman

Pablo A. Perez
Director

Jose Carlos Goncalves
Director-Secretary

151 Majorca Avenue
Coral Gables, FL 33134

ARTICLE NINE

The names and post office addresses of the officers of this corporation are:

Antonio Paulo Bourroul
President

Pablo A. Perez
Vice-President

Jose Carlos Goncalves
Treasurer

151 Majorca Avenue
Coral Gables, FL 33134

ARTICLE TEN

The name and post office address of each subscriber to these Articles of Incorporation are:

Francisco J. Fernández
151 Majorca Avenue
Coral Gables, FL 33134

ARTICLE ELEVEN

This corporation shall have full power to carry on and transact each or all of the businesses enumerated in Article Two of this Certificate, and shall have all the general and additional powers now and hereafter conferred upon it by law.

ARTICLE TWELVE

This corporation shall have the power to issue the whole or any part, determined by the Board of Directors, of the shares of the capital stock as partly said, subject to call thereon until the whole thereof shall have been paid.

ARTICLE THIRTEEN

Upon election of a Board of Directors by the stockholders such Board shall manage the business affairs of this corporation without the necessity of further authority from the stockholders, except as the by-laws of the Board of

Directors provide. All holders of common stock shall have the same rights whether their shares be fully or partially paid unless otherwise determined by the Board of Directors at or before the time of issuance thereof.

ARTICLE FOURTEEN

This corporation shall designate Gabriel Prats, with offices located at 151 Majorca Ave. Coral Gables, Florida, 33134 as its duly authorized registered agent to be in charge of the Corporate Registered Office as required by state law.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hand and affixed their seal on this fourteenth day of February of 1996

A handwritten signature in dark ink, appearing to read 'Francisco J. Fernandez', is written over a horizontal line.

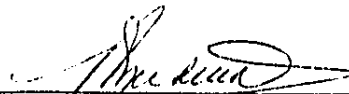
Francisco J. Fernández

STATE OF FLORIDA)

COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared FRANCISCO J. FERNANDEZ, personally known, who after having been duly sworn, executed the foregoing Certificate of Incorporation of AMERICAN FREIGHT FORWARDERS CORPORATION freely and voluntarily for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Dade County, Florida this fourteenth day of February 1996.



Notary Public -
State of Florida at large
My Commission Expires



R. MEDINA
COMMISSION # CC 488659
EXPIRES MAY 31, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Personally known to me.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 49.091, Florida Statutes, the following is submitted, in compliance with said act:
AMERICAN FREIGHT FORWARDERS CORPORATION desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation as the city of Miami, County of Dade, State of Florida has named GABRIEL PRATS with offices at 151 Majorca Ave., Coral Gables, Florida

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



GABRIEL PRATS

RECEIVED
TALLAHASSEE, FLORIDA

26 FEB 19 11 1:57

FILED

1041022-3700

7/31/97 07:10 PM Florida Department of State

P96000015693



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

TITLE: BD
7/30/97

NAME: TEMISTOCLES, JUNKES
151 MAJORCA AVE.
CORAL GABLES, FL 33134
FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

12:57 PM

((H97000012440 B)))

TO: DIVISION OF CORPORATIONS
FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

FAX #: (850)922-4000
ACCT#: 071001002335
FAX #: (305)716-0346

NAME: AMERICAN FREIGHT FORWARDERS CORPORATION
AUDIT NUMBER.....H97000012440
DOC TYPE.....BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 2
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

FILED
97 SEP -2 PM 12:35
TALLAHASSEE, FLORIDA

RECEIVED
97 SEP -2 AM 10:10
DIVISION OF CORPORATIONS

Amendment
9/2/97
DL

H97000012440

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN FREIGHT FORWARDERS CORPORATION**

PURSUANT TO PROVISIONS OF SECTION 607.1006, FLORIDA STATUTES, THIS
FLORIDA CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO
ITS ARTICLES OF INCORPORATION:

FIRST: AMENDMENTS ADOPTED:

ARTICLE FOUR: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS
CORPORATION IS AUTHORIZED TO ISSUE AND HAVE OUTSTANDING AT ANY ONE
TIME IS 100,000 SHARES OF COMMON STOCK, PAR VALUE \$1.00 PER SHARE.

ARTICLE EIGHT: BOARD OF DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE BOARD OF
DIRECTORS AND OFFICERS WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS
ARE ELECTED OR APPOINTED AND HAVE QUALIFIED ARE AS FOLLOWS:

JOSE CARLOS GONCALVES, DIRECTOR CHAIRMAN
1717 N. BAYSHORE DRIVE, #39-44
MIAMI, FL 33132

PABLO A. PEREZ, DIRECTOR SECRETARY
16785 N.W. 12TH COURT
PEMBROKE PINES, FL 33028

FILED
97 SEP -2 PM 12: 35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:
Jose Carlos Goncalves
1717 N. Bayshore Dr. #39-44
Miami, FL 33132
(305)593-5855

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN FREIGHT FORWARDERS CORPORATION**

ARTICLE NINE: OFFICERS

THE NAME AND POST OFFICE ADDRESSES OF THE OFFICERS OF THIS CORPORATION ARE:

JOSE CARLOS GONCALVES, PRESIDENT
1717 N. BAYSHORE DRIVE, #39-44
MIAMI, FL 33132

PABLO A. PEREZ, VICE-PRESIDENT, SECRETARY
16785 N.W. 12TH COURT
PEMBROKE PINES, FL 33028

SECOND: THE DATE TO EACH AMENDMENT'S ADOPTION IS JULY 28, 1997

THIRD: THE AMENDMENTS WERE ADOPTED BY THE SHAREHOLDERS. THE NUMBER OF VOTES CAST FOR THE AMENDMENTS WERE SUFFICIENT FOR APPROVAL.

SIGNED THIS DAY 28 OF JULY, 1997

SIGNATURE


JOSE CARLOS GONCALVES, PRESIDENT


PABLO A. PEREZ, VICE/PRESIDENT, SECRETARY

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