CONTACT:

P96000020974

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES
(Requestor's Name)

526 EAST PARK AVENUE SUITE 200
(Address)

TALLAHASSEE, FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

300001735873
-03/07/96--01073--015
*****70.00 *****70.00

OFFICE USE ONLY

96 MAR -7 PM 12: 09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Scanwell Freight Express (Miami) Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

RUSH

- [X] Walk in
- [ ] Pick up time ______
- [ ] Certified Copy
- [ ] ARTICLES ONLY
- [ ] Mail out
- [ ] Will wait
- [ ] Photocopy
- [ ] Certificate of Status
- [ ] ALL CHARTER DOCS
- [ ] CERTIFICATE OF GOOD STANDING
- [ ] Certificate of FICTICIOUS NAME
- [ ] FICTICIOUS NAME SEARCH
- [ ] CORP SEARCH

96 MAR -7 PM 12: 15
RECEIVED
DIVISION OF CORPORATIONS

	NEW FILINGS
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

HOLD FOR PICKUP BY UCC SERVICES

F. CHESSER MAR 7 1996

Examiner's Initials

CR2E031(9/92)

ARTICLES OF INCORPORATION

OF

SCANWELL FREIGHT EXPRESS (MIAMI) INC.

FILED
95 MAR -7 PM 12: 09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

Article I: The name of the corporation shall be SCANWELL FREIGHT EXPRESS (MIAMI) INC.

Article II: The principal place of business and mailing address of this corporation shall be 7925 Northwest 12th Street, Suite 111, Miami, Florida 33126.

Article III: The number of shares of stock that the corporation is authorized to have outstanding at any one time is two hundred (200), all of which are without par value and classified as Common shares.

Article IV: The name and address of the initial registered agent is NRAI Services, Inc. 526 East Park Avenue, Tallahassee, Florida 32301.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of hereof.

Article V: The name and street address of the incorporator to these Articles of Incorporation is:

NAME	ADDRESS
B. April Brady	810 Bear Tavern Road West Trenton, New Jersey 08628

GRANT PREEMPTIVE RIGHTS

Article VI: Shareholders shall be entitled as a matter of right to a preemptive right, for a period of thirty days, to subscribe for, purchase or receive any shares of the corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof, or out of the shares of the corporation acquired by it after the issuance thereof, any shareholder shall be entitled as a matter of right to purchase or subscribe for or receive any bonds, debentures, or other obligations which the corporation may issue or sell that shall be convertible into or exchangeable for shares, or to which shall be attached or appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner of such obligation the right to subscribe for or purchase from the corporation any shares of any class or classes; and after the expiration of said thirty days, any and all of such shares, rights, bonds, debentures or other obligations which the corporation may have issued, reissued, transferred, or granted by the Board of Directors, as the case may be, to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine.

Article VII: The purposes for which the corporation is organized, in addition to engaging in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes, are as follows: The principal purpose of the corporation is to engage in providing freight service and all other legal activities permitted under the Florida Business Corporation Act.

Article VIII: The period of duration of the corporation is perpetual.

Article IX: The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, shall indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 1996.

B April Brady

B.April Brady, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

NRAI SERVICES, INC.

By: ______________________

Leif A. Tonnessen, Assistant Secretary

Date: March 6, 1996

CONTACT: P96000020974 57/8893

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES
(Requestor's Name)

526 EAST PARK AVENUE SUITE 200
(Address)

TALLAHASSEE FL 32301 (904) 681-6528
(City, State, Zip) (Phone #)

7000001801717
-04/30/96--01093--002
*****35.00 *****35.00
OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Scanwell Freight Express of (Miami) Inc.
(Corporation Name) (Document #)

2 ____
(Corporation Name) (Document #)

3 ____
(Corporation Name) (Document #)

4 ____
(Corporation Name) (Document #)

FILED
96 APR 30 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- [X] Walk In
- [ ] Mail Out
- [ ] Will Wait
- [ ] Photocopy

- [ ] Pick Up Time ____

NC
DG 4-30

- [ ] Certified Copy
- [ ] Certificate of Status
- [ ] Certificate of Good Standing
- [ ] ARTICLES ONLY
- [ ] ALL CHARTER DOCS
- [ ] Certificate of FICTITIOUS NAME
- [ ] FICTITIOUS NAME SEARCH
- [ ] CORP SEARCH

	NEW FILINGS
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
X	Amendment
	Resignation of R A, Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

HOLD FOR
PICKUP BY
UCC SERVICES

Examiner's Initials	

ARTICLES OF AMENDMENT
OF
SCANWELL FREIGHT EXPRESS (MIAMI) INC.

FILED
96 APR 30 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is Scanwell Freight Express (Miami) Inc.

2. Article 1 of the Articles of Incorporation of the corporation is hereby amended henceforth to read as follows:

<u>Article I:</u> The name of the corporation shall be SCANWELL FREIGHT EXPRESS (MIA) INC.

3. The date of adoption of the aforesaid amendment was March 15, 1996, effective as of March 7, 1996.

4. The number of votes cast for the said amendment by the shareholders was sufficient for the approval thereof.

Executed 4/15/96 as of this 7th day of March, 1996

Scanwell Freight Express (Miami) Inc.

By: [signature]
Dennis Choy
President