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TO: DIVISION OF CORPORATIONS FROM: PIPE ORPHANATE IT COMPANY
DEPARTMENT OF STATE 191 W FLAGLER ST
STATE OF FLORIDA SUITE 200
409 N. MIAMI AVENUE MIAMI FL 33136
TALLAHASSEE, FL 32301 CONTACT: RYAN STORMONT
TEL: (904) 222-0000 FAX: (305) 541-3770
((H96000003270)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FERCA WORLDWIDE INC.
FAX AUDIT NUMBER: H96000003270

CURRENT STATUS: REQUESTED

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: FERCA WORLDWIDE INC.
REF: W96000005140

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Loria Poole
Corporate Specialist

FAX Aud. #: H96000003270
Letter Number: 996A00010322

(6)

ARTICLES OF INCORPORATIONOFFERCA WORLDWIDE, Inc.

The undersigned, acting as Incorporator of a corporation under the Florida Services Corporation Act, adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the state of Florida.

I. NAME

The name of this corporation and initial office is:

FERCA WORLDWIDE, Inc.

3890 East 8 Lane

Hialeah, Florida 33013

II. Duration

The period of its duration is perpetual.

III. Capital Stock

The corporation is authorized to issue 7500 shares, all of one class, at \$1.00 par value. This stock will be considered to be section 1244 stock.

IV. INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

Delia Hooper

3890 East 8 Lane/ Hialeah, Fl 33013

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TALLAHASSEE, FLORIDA

Prepared by:
ACCOUNTANT
Evan S. Mitz
7385 S.W. 87 Avenue
Suite 200
Miami, FL 33173-3565

305-279-1252

TOTAL P.06

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V. PURPOSE

The general purpose for which the corporation is organized is for a Freight Forwarding co. purpose and shall include any and all business for which corporation may be incorporated under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Florida Corporations Code.

VI. INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial director of this corporation are:

Delia Hooper.....President/ Director
Cosmo SiglerVice Pres/ Secretary

VII. INCORPORATOR

The name and address of the Incorporator signing these Articles of Incorporation is:

Delia Hooper	Cosmo Sigler
SSN#591-38-4007	& SSN# 589-44-0488
3890 E. 8 Lane	3890 E. 8 Lane
Hialeah, Florida 33013	Hialeah, Florida 33013

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VIII. BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

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4

XIV. PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series or stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive to treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

XV. MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

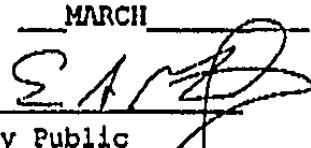
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation

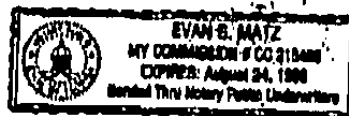
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State of Florida)
County of Dade) SS:

BEFORE ME, the undersigned authority, personally appeared _
Delia Hooper_ and _Cousie Sigler_, and to me
known to be the persons who executed the foregoing Articles of
Incorporation, and acknowledged to and before me that they
executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
_ 5 _ day of _ MARCH _ 1996.


Notary Public



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

In pursuance of the Florida Statutes, the following is
submitted in compliance with said Act:

First - That "FERCA WORLDWIDE, Inc."


desiring to organize under the laws of the State of Florida with
its principal offices, as indicated in the Articles of
Incorporation, State of Florida has named as its agent to accept
service within this state,

_ Delia Hooper _ located at
3890 East 8 Lane
Hialeah, Fl. 33013

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TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at 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.


Delia Hooper, Registered Agent