

GILBERT C. BETZ, P.A.

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MIAMI, FLORIDA 33140

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GILBERT C. BETZ
ALSO MEMBER OF DC BAR

April 18, 1995

P96000035392

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

TELEPHONE (904) 497-3117
FAX (904) 497-3115
***\$122.50 ***\$122.50

Re: Articles of Incorporation:
TURKS & CAICOS FREIGHT SERVICES, INC.

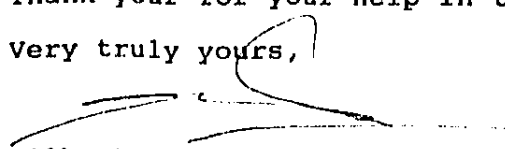
Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above named corporation along with our check in the amount of \$122.50 representing filing fee, registered agent designation and certified copy fee. Please return a certified copy of the Articles to our offices.

If you have any questions or further information is needed, please do not hesitate to contact me.

Thank your for your help in this matter.

Very truly yours,


Gilbert C. Betz

GCB:sm

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR 19 AM 11:52

g 2/21/96

EFFECTIVE DATE

4/17/96

ARTICLES OF INCORPORATION
of
TURKS & CAICOS EXPRESS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
26 APR 19 11:52

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I
Corporate Name

The name of this corporation is TURKS & CAICOS EXPRESS, INC. (which is hereinafter called the "Corporation").

ARTICLE II
Commencement and Duration

The Corporation is to commence its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law. If these Articles are not received by the Secretary of State's office within the time required by law, then existence shall commence on the date of filing with the Secretary of State's office.

ARTICLE III
Purpose

The general nature of the business to be transacted by the Corporation and the objects and purposes of this Corporation shall be to organize, maintain and operate for hire a transportation service in all parts of the world for the purpose of transporting passengers, baggage, merchandise and freight of every description whatsoever by means of automobiles, motor buses, trucks, airplanes, ocean-going vessels and vehicles of every kind, however, propelled; to do generally all and every thing necessary and incident to the business of not only general freight transportation but also to operate and maintain terminal freight points where the corporation may store and, acting as removers, storers, packers and carriers of personal property of every description, warehouse such goods. In furtherance of the objects and purposes of this Corporation, the Corporation shall also be able to own real or personal property, enter into contracts, and carry on any business necessary or incidental to the accomplishment or furtherance of the objects and purposes of the Corporation. Further, the Corporation shall be able to invest and reinvest its funds in real estate, mortgages, stocks, bonds, or any other type of investment.

In addition to the aforementioned, in furtherance of the purposes and objects of the Corporation, the Corporation shall do and perform any other acts or things, and exercise any and all powers which a co-partnership or natural person could do and exercise, and which are now, or hereafter may be, authorized by

law, and generally do and perform any and all things necessary or incidental to the performing of such acts and things. The Corporation shall further have the power to engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV
Stated Capital

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred (100) shares of Common Stock, having a par value of one dollar (\$1.00) per share.

Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V
Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors.

The Corporation shall have two (2) director(s) initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the Corporation.

The name and street address of the initial directors who shall hold office until their successor(s), who shall be chosen at the first meeting of the stockholders, have qualified, shall be:

<u>Name</u>	<u>Address</u>
IOSVANI F. MARRERO	2981 SW 128 Avenue Miami, Fl. 33175
BERNARD E. HENNEBERG	1640 E. Lakeway Ft. Lauderdale, Fl. 33326

ARTICLE VI
Indemnification

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE VIII
Incorporators

The name and address of the persons signing these Articles of Incorporation as the incorporator is:

<u>Name</u>	<u>Address</u>
IOSVANI F. MARRERO	2981 S.W. 128 Avenue Miami, Fl. 33175
Bernard E. Henneberg	1640 E. Lakeway Ft. Lauderdale, Fl. 33326

ARTICLE IX
TRANSACTIONS WITH RELATED PARTIES

Subject to the provisions of the Florida General Corporation Act, no contract or other transaction between this Corporation and any other corporation shall be affected by the fact that any director or officer of this Corporation is interested in, or is a director or officer of, such other corporation, and any director or officer, individually or jointly may be a party to, or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract or other transaction in this Corporation with person or firm or corporation shall be affected by the fact that any director or officer of this Corporation is a party in any way connected with such person, firm or corporation and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

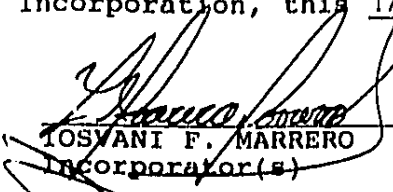
ARTICLE X
Initial/Principal Office and Registered Agent

The street address of the initial and principal office of the Corporation is 2890 N.W. 35th St., Miami, Florida 33142. The mailing address of the initial and principal office is 2890 N.W. 35th St., Miami, Florida 33142. The name of the initial registered agent of the Corporation is Barbara Marrero, whose address is as follows:

BARBARA MARRERO
2901 S.W. 128 Avenue
Miami, Florida 33175

The Board of Directors from time to time may designate a different registered agent or move the registered office to any other address in the State of Florida.

IN WITNESS WHEREOF, the undersigned, as incorporator(s), hereby execute these Articles of Incorporation, this 17th day of April, 1996.


IOSVANI F. MARRERO
Incorporator(s)


BERNARD E. HENNEBERG
Incorporator(s)

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgements, personally appeared Iosvani F. Marrero and Bernard E. Henneberg known to me or who provided _____, and _____, respectively, as identification and who executed the foregoing Articles of Incorporation of TURKS & CAICOS EXPRESS, INC., and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

Witness my hand and official seal this 17th day of April, 1996, at Miami, Dade County, Florida.

My Commission Expires:

BY:

Name:

Notary Public, State of
Florida at Large



CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR 19 AM 11:52

Pursuant to the provisions of Section 607.325, 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.

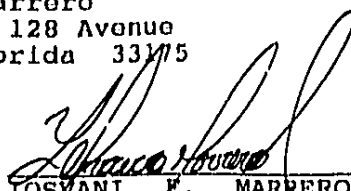
1. The name and the address of the Corporation is:

TURKS & CAICOS EXPRESS, INC.
2890 N.W. 35th St., Miami, Fl. 33142

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

Barbara Marrero
2981 S.W. 128 Avenue
Miami, Florida 33175

Dated: April 17, 1996


IOSVANI E. MARRERO, Incorporator -
Initial Director


BERNARD E. HENNEBERG, Incorporator -
Initial Director

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, TURKS & CAICOS EXPRESS, INC., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.


BARBARA MARRERO, Registered Agent
of TURKS & CAICOS EXPRESS, INC.

Dated: April 18, 1996

P96000035392

Bernard F. Hennenberg
Requestor's Name

1640 East Lake Way
Address

Ft. Lauderdale, Fla. 33326
City/State/Zip Phone #

500001967665
-10/09/96--01093--013
*****35.00 *****35.00

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OCT 7 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 OCT -7 AM 10:00



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 17, 1996

BERNARD E. HENNEBERG
1640 EASTLAKE WAY
FORT LAUDERDALE, FL 33326

SUBJECT: TURKS & CAICOS EXPRESS, INC.
Ref. Number: P96000035392

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 996A00043106

Bernard E. Henneberg
1640 Eastlake Way
Fort Lauderdale, Florida 33326

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION.
96 09 . 7 AM 10: 00

September 11, 1996

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

Re: Resignation as Director

Please accept this letter as my resignation as a Director of Turks & Caicos
Express, Inc., Florida Corporation Number PD6000035392.

This resignation was effective when I resigned from the company on June 21,
1996.

Sincerely



Bernard E. Henneberg