

5/30/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS, EMPLOYMENT AND LABOR RELATIONS DEPARTMENT

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DEPARTMENT OF REVENUE

STATE OF FLORIDA

TALLAHASSEE, FL 32301

FAX: (904) 22-4000

SUITE 2000 MIAMI, FL 33136

CONTACT: RAY STORMONT

PHONE: (305) 541-3694

FAX: (305) 541-3770

((H96000007616))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: W. K. TRADING & CARGO, INC.

FAX AUDIT NUMBER: H96000007616

CURRENT STATUS: REQUESTED

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56 MAY 30 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY 30 PM 4:16
DIVISION OF CORPORATIONS

H96000007616

PREPARED BY:
GUILLERMO UBIETA, JR.
141 NE 5 AVE. # 206
MIAMI, FL. 33132 (305) 378-6211

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

W. K. TRADING & CARGO, INC.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**1637 NORTH WEST 79th AVENUE
MIAMI, FL. 33126**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 MAY 30 PM 4:32

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ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**1637 NORTH WEST 79th AVENUE
MIAMI, FL. 33126**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

WALTER H. LAVIGNE

H96000007616

PREPARED BY:
WILLIAMS WIRTH, JR.
100 N. E. 2nd AVE. STE 600
MIAMI, FL. 33132 (305) 375-4111

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ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ ARE:

WALTER H. LAVIGNE
PRESIDENT / DIRECTOR

ARTICLE VII -- INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

WALTER H. LAVIGNE
1637 NORTH WEST 79th AVENUE
MIAMI, FL. 33126

ARTICLE VIII -- INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.


ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X -- BY LAWS

THE POWER TO ADOPT, AFTER AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 30th DAY OF MAY OF 1996.


Incorporator

H96000007616

PREPARED BY:
GUY A. BIRD WRIGHT, JR.
10111 N. 24th AVE. SUITE 9000
MIAMI, FL. 33157 (305) 754-1111

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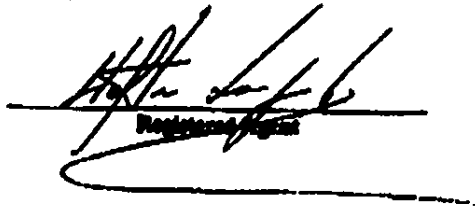
**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT W. K. TRADING & CARGO, INC. DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED WALTER H. LAVIGNE, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF W. K. TRADING & CARGO, INC. TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISIONS OF THE FLORIDA STATUTES, THIS 30th DAY OF MAY, 1996.


Walter H. Lavigne
Registered Agent

H96000007616

PREPARED BY:
GUILLERMO M. URBETA, JR.
641 N. E. 2nd AVE. SUITE 2000
MIAMI, FL. 33132 (305) 374-1111

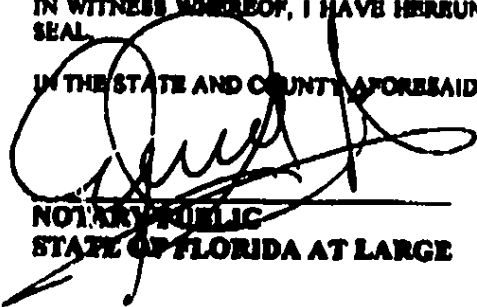
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STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGMENTS IN STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED WALTER H. LAVIGNE, KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION, AND HE ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAME.

IN WITNESS WHEREOF, I HAVE HEREUNDER SET MY HAND AND AFFIXED MY OFFICIAL SEAL

IN THE STATE AND COUNTY AFORESAID THIS 30th DAY OF MAY, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My commission expires:

OFFICIAL NOTARY SEAL
GUILLERMO M. URBETA
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. 026888
MY COMMISSION EXPIRES APR. 31, 1999

FILED
96 MAY 30 PM 4:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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~~EFFECTIVE IMMEDIATELY~~

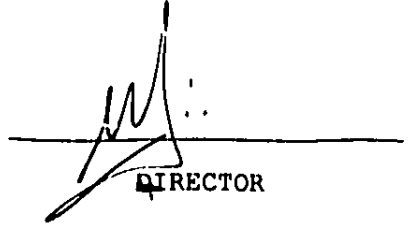
DATE: MAY 23RD 1997
TO: INTERNAL REVENUE SERVICE CENTER,
FLORIDA DEPARTMENT OF REVENUE &
FLORIDA DIVISION OF CORPORATIONS
FROM: W. K. TRADING & CARGO, INC.
REF.: CHANGE OF ADDRESS
FEIN.: 65-0668887
TAX ID NO.: 23-08-4570077-78
CORPORATE NO.: P96000046135

AS OF THE DATE REFERENCED ABOVE, OUR NEW BUSINESS AND MAILING LOCATION WILL BE:

C/O WALTER LAVIGNE
1916 NORTH WEST 82TH AVENUE
MIAMI, FLORIDA 33126
(305) 716-0950

PLEASE REMEMBER TO UPDATE YOUR RECORDS ACCORDINGLY. THANK YOU FOR YOUR TIME AND ATTENTION IN REGARDS TO HIS MATTER.

CORDIALLY,



DIRECTOR

CC: J.R.S.
F.D.O.R.
FILE

VS 6/10