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JUN 12 1996 12:33 PM EMPIRE CORPORATE KIT

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TO: DIVISION OF CORPORATIONS
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STATE OF FLORIDA
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TALLAHASSEE, FL 32399
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FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-
CONTACT: RAY STORMONT
PHONE: (305) 541-3694
FAX: (305) 541-3770

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: CARIBBEAN ISLAND EXPRESS CO. LTD.

FAX AUDIT NUMBER: H96000008227
DATE REQUESTED: 06/12/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 12:33:29
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
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Handwritten signature/initials: RDC 6-12-96

Prepared by:
Eduardo J. Mendez, ACCA
6850 Coral Way #504
Miami, FL 33155
(305) 665-6887

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of the corporation is
Caribbean Island Express Co. LTD.

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the business of Courier & Cargo.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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ARTICLE FOUR

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall be 5.00 par value.

ARTICLE FIVE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock shall be issued and transferrable only to natural persons.

ARTICLE SIX

No stockholder shall have the right to sell, assign, pledge, transfer, devise, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof.

ARTICLE SEVEN

The street address of the initial principal office of the corporation is 7403 N.W. 7th Street, Miami, Florida 33126

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ARTICLE EIGHT

The number of directors constituting the initial board of directors of the corporation is one. The name and address of each person who is to serve as a member of the initial board of directors is:

NAME	ADDRESS
Edwin R. Jones, III	7403 N.W. 7th Street, Miami, FL 33126

ARTICLE NINE

A unanimous vote of directors for effective director action is required at all directors meetings.

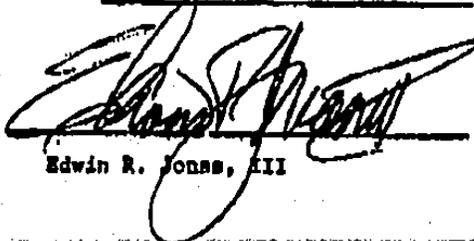
ARTICLE TEN

The name and address of each incorporator is:

NAME	ADDRESS
Edwin R. Jones, III	7403 N.W. 7th Street, Miami, Florida 33126

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Executed by the undersigned at Miami, Florida
on June 12, 1996.



Edwin R. Jones, III

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CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First-That Caribbean Island Express Co. LTD.
desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at the City of Miami, County of Dade State of Florida has named Eduardo J. Mendez located at 6850 Coral Way # 304, City of Miami, County of Dade State of Florida, as-its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

By

Eduardo J. Mendez

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CARIBBEAN ISLAND EXPRESS CO. LTD.
19289 SABAL LAKE DRIVE
BOCA RATON FLORIDA, 33434

TELEPHONE
U.S.
1-561-883-3506
FAX-561-883-1947

November 12th, 1996

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

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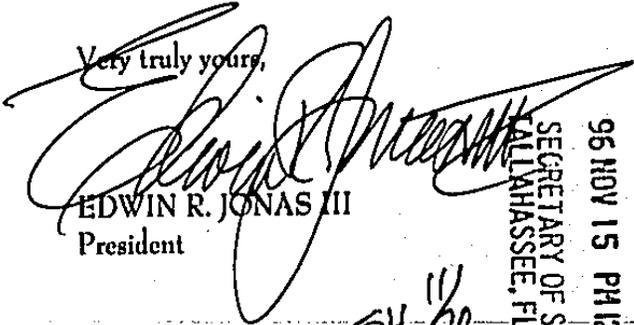
RE: CHANGE OF REGISTERED AGENT AND OFFICE

Dear Sir:

Enclose please find for filing with your department an original and one copy of the STATEMENT OF CHANGE OF REGISTERED OFFICE AND AGENT for Caribbean Island Express Co. Ltd. . Also enclosed is a check in the amount of \$35.00 for the filing fee. Please mark filed the additional copy and return to the undersigned in the enclosed self addressed stamped envelope..

Please also send two additional blank forms for the change of registered agent and office to the undersigned.

Very truly yours,


EDWIN R. JONAS III
President

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TALLAHASSEE, FLORIDA

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STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Caribbean Island Express Co. Ltd.

2. The mailing address of the corporation is: 2714 Ponce De Leon Blvd.
Coral Gables, FL 33134

3. Date of incorporation/qualification: June 12, 1996 Document number: P96000050284

4. The name and address of the current registered agent and office:

Eduardo J. Mendez
6850 Coral Way #504
Miami, Florida

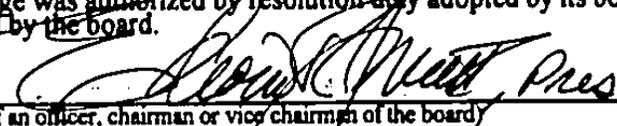
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Carlos A. Reategui
2714 Ponce De Leon Blvd.
Coral Gables, FL 33134

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

 Pres. 11/12/96
(Signature of an officer, chairman or vice chairman of the board) (Date)

Edwin R. Jonas III, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


(Signature of Registered Agent)

11/8/96
(Date)

If signing on behalf of an entity:

Carlos A. Reategui
(Typed or Printed Name)

(Capacity)