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JUN-13-1996 10:07 PM EMPIRE CORPORATE KIT

(((H96000008336)))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32309
FAX: (904) 922-4000
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
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CONTACT: RAY STORMONT
PHONE: (305) 541-3604
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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: SPEED TRANSFER INC.

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DIVISION OF CORPORATIONS

96-410
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JUN-13-1996 17:00

EMPIRE CORPORATE KIT

ARTICLES OF INCORPORATION
OF
SPEED TRANSFER INC.

FILED JUN 14 1996
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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the Corporation is SPEED TRANSFER INC.

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue shall be Five Thousand (5,000) shares of voting common stock with \$1.00 par value share.

PREPARED BY:
Neil Silosbergas, Esquire
Silosbergas & Fernandez, L.L.P.
56 Brickell Key Drive, Suite 400
Miami, FL 33131
FLORIDA BAR NO. 378887
305-374-0030

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**ARTICLE V
PREEMPTIVE RIGHTS DENIED**

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation and place of business is 7951 N.W. 21st Street, Miami, Florida 33122. The Registered Agent is Nelson Slosbergas at 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

**ARTICLE VII
DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The names and addresses of the first Board of Directors who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified shall be:

NAMES

RAUL HENRIQUE SROUR

RICHARD ANDREW DE MOL VAN OTTERLOO

MARCIO C. GONCALVES

ADDRESSES

7951 N.W. 21st Street
Miami, Florida 33122

7951 N.W. 21st Street
Miami, Florida 33122

7951 N.W. 21st Street
Miami, Florida 33122

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**ARTICLE VIII
INCORPORATOR**

The name and address of the incorporator is: Nelson
Slosbergas, 801 Brickell Key Drive, Suite 400, Miami, Florida
33131.

**ARTICLE IX
INDEMNIFICATION**

Every person now or hereafter serving as director, officer or
employee of the Corporation shall be indemnified and held harmless
by the Corporation from and against any and all loss, cost,
liability and expense that may be imposed upon or incurred by him
in connection with or resulting from any claim, action, suit or
proceeding, in which he may become involved, as a party or
otherwise, by reason of his being or having been a director,
officer or employee of the Corporation, whether or not he continues
to be such at the time such loss, cost, liability or expense shall
have been imposed or incurred, except with regard to matters as to
which any such director, officer or employee shall be adjudged in
any claim, action, suit or proceeding to be liable for his own
gross negligence or willful misconduct in the performance of duty.

Expenses (including attorneys' fees) incurred in defending any
claim action, suit or proceeding may be paid by the Corporation in
advance of the final disposition of such a proceeding.

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EMPIRE CORPORATE KIT

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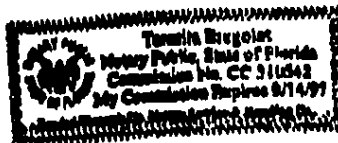
IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 13th day of June, 1996.


Nelson Slobergas

STATE OF FLORIDA)
) ss.
COUNTY OF DASH)

The foregoing Articles of Incorporation was acknowledged
before me this 13th day of June, 1996, by Nelson Slobergas who is
personally known to me and who did not take an oath. He
acknowledged before me according to law, that he made and
subscribed the same for the purpose therein mentioned and set forth
therein.


NOTARY PUBLIC, State of Florida at Large
NOTARY: THERESA BREGELET
My Commission Expires:



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JUN-13-1996 17:09

EMPIRE CORPORATE KIT

FILED P.06/10

96 JUN 14 AM 10:15

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

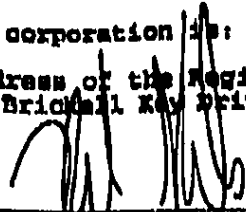
Pursuant to the provisions of Section 2207.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **SPEED TRANSFER INC.**
2. The name and address of the Registered agent is: **Nelson Slosbergas, 301 Brickell Key Drive, Suite 400, Miami, FL 33131.**

Signature:

Title:

Date:


Registered Agent and Incorporator
June 13th, 1996

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

Signature:

Date:


June 13th, 1996