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(((H96000009405))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: M2 LOGISTICS, INC. FAX AUDIT NUMBER: H96000009405 CURRENT
STATUS: REQUESTED DATE REQUESTED: 07/08/1996 TIME REQUESTED:
13:41:52 CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0 NUMBER OF
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P. 2
FILED
96 JUL -8 11:30 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MS LOGISTICS, INC.**

ARTICLE I - NAME

The name of this Corporation is:

**MS LOGISTICS, INC.
750 Northwest 207th Terrace
Pembroke Pines, Florida 33029**

ARTICLE II - DURATION

This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of facilitating the movement of goods and transacting any and all lawful business permitted under the laws of the State of Florida and the United States of America.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a \$1.00 per value. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which it already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE & AGENT

C. Vincent LeCure, Esquire
5245 North Federal Highway
Suite 903
Fort Lauderdale, FL 33308
FON: 41040
954-493-5343

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M2 Legales, Inc.
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The street address of the initial registered office of this Corporation is 6245 North Federal Highway, Suite 603, Fort Lauderdale, Florida 33308, and the name of the initial registered agent of this Corporation at that address is C. Vincent LoCurto, Esquire.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



C. VINCENT LOCURTO, ESQUIRE

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is as follows:

NAME	ADDRESS
Marc Allen Massel	760 Northwest 207 th Terrace Pembroke Pines, Florida 33029
Michael J. McCarthy	2115 North 43 rd Avenue Hollywood, Florida 33021

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

NAME	ADDRESS
Marc Allen Massel	760 Northwest 207 th Terrace Pembroke Pines, Florida 33029

ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

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M2 Lupton, Inc.
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ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Marc Allen Messel 100 shares

Michael J. McCarthy 100 shares

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10 day of July, 1996.


MARC ALLEN MESSEL

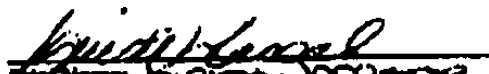
STATE OF FLORIDA)

) ss

COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MARC ALLEN MESSEL, who is personally known to me or who has presented _____ as identification and he acknowledged before me that he executed these Articles of Incorporation.

SWORN TO and subscribed before me in the State and County aforesaid on this 10 day of July, 1996.


Print Name: Michael J. McCarthy
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:
My Commission Number:

Michael J. McCarthy
Notary Public, State of Florida
Commission No. GC 412240
My Commission Exp. Nov. 24, 1997

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