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ARTICLES OF INCORPORATION
OF
M2 LOGISTICS, INC.

ARTICLE I - NAME

The name of this Corporation is:

M2 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 par 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 LaCurta, Esquire
5243 North Federal Highway
Suite 900
Fort Lauderdale, FL 33308
FBN: 41040
954-493-5543

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[illegible]

The street address of the initial registered office of this Corporation is 6248 North Federal Highway, Suite 503, 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 VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) Director 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 Messel	780 Northwest 207th Terrace Pembroke Pines, Florida 33029
Michael J. McCarthy	2115 North 43rd Avenue Hollywood, Florida 33021

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ARTICLE IX - INCORPORATOR

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

NAME	ADDRESS
Marc Allen Messel	780 Northwest 207th 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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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 5th 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 5th day of July, 1996.

Print Name: [illegible]
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:
My Commission Number:

[illegible]
Notary Public, State of Florida
Commission No. CC [illegible]
My Commission Exp. [illegible]

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