

SECRETARY OF STALLAHASSEE, FL T FLORIDA 7 Q 60

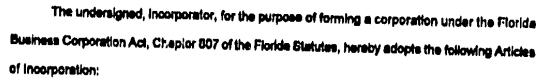
SHOUTH OF CORPORATIONS

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ARTICLES OF INCORPORATION

LINITED SHIPPING & CARGO, INC.



ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is UNITED SHIPPING & CARGO INC., hereinafter referred to as the "Corporation".

ARTICLE H: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 10901 S.W. 171st STREET, MIAMI, FL 33157.

ARTICLE M: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

STANLEY B. LEWIS, ESQ. (305) 751. 8934

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ARTICLE V. AUTHORIZPO SHARES

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may does appropriate. The consideration may consist of any tangible or intengible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rate share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office at 10901 S.W. 171st STREET, MIAMI, FLORIDA 33157 and the registered agent at that office is JEROME LESLIE.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have TWO (2) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

JEROME LESLIE 10901 S.W. 171st STREET MIAMI, FL 33157

JOSEPH NICHOLAS THOMAS 10001 S.W. 171st STREET MIAMI, FL 33157

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ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

JEROME LEBLIE 10901 S. W. 171ST STREET MIAMI, FL 33167

IN WITNESS WHEREOF, I, JEROME LESLIE, the undersigned incorporator, have signed these Articles of incorporation on this 30 m day of 9 kg., 1998, and acknowledged the same to be my act.

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3000 c yet 1998 by JEROME LESLIE, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Ataly B. Yai

PRINT: STANLEY B. LEWIS
STATE OF FLORIDA AT LARGE.

STANLEY B LEWS My Commission CC497707 States Sep. 14, 1988 Sincial by Inc. CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607,0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First—Thirk UNITED SHIPPING & CARGO, INC., desiring to organize under the laws of the State of Florius with its principal office, as indicated in the Articles of incorporation at City of MIAMI, County of Dade, State of Florida, has named JEROME LESLIE at 10901 S.W. 1718T STREET, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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 furnitiar with and accept the obligations of my position as registered agent.

EROME LESUIS

DATE: 7-30-96