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SINCE 1947

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JUL 31 1996
RECEIVED
TALLAHASSEE, FLORIDA

July 31, 1996

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

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-08/08/96--01085--003
*****122.50 *****122.50

RE: M & S Shipping, Inc.

Gentlemen:

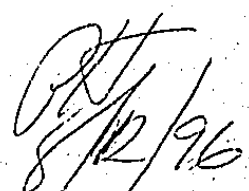
Enclosed please find a cashier's check in the amount of \$122.50 to cover the costs of filing the enclosed Articles of Incorporation, the Registered Agent Fee and a certified copy of the Articles. If you have any questions, please do not return the package, but call me at the number shown below.

Thank you for your attention to this matter.

Very truly yours,


Ivette Sanchez Gonzalez

ISG:ea
Enclosures 3



**ARTICLES OF INCORPORATION
OF
M & S SHIPPING, INC.**

FILED
96 AUG -8 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Each undersigned Incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is: **M & S SHIPPING, INC.**

ARTICLE II

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 500 shares of \$1.00 Dollar par value common stock.

ARTICLE III

A. This Corporation is to exist perpetually.

ARTICLE IV

The name of the initial registered agent and the street address of the initial registered office are as follows:

Registered Agent

ERIKA AVILA

Address of Registered Office

**13529 S.W. 62nd Street #4-24
Miami, Florida 33183**

ARTICLE V

The name and post office address of each incorporator to these Articles of Incorporation shall be:

<u>Name</u>	<u>Address</u>
IVETTE SANCHEZ GONZALEZ	13529 S.W. 62nd Street #4-24 Miami, Florida 33183

ARTICLE VI

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

ARTICLE VII

The Corporation shall have two (2) directors initially. Thereafter the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one director, nor more than three (3) directors.

ARTICLE VIII

The principal office and the mailing address of the Corporation shall be as follows:

<u>Principal Office</u>	<u>Mailing Address</u>
7000 S.W. 13th Terrace Miami, Florida 33144	7000 S.W. 13th Terrace Miami, Florida 33144

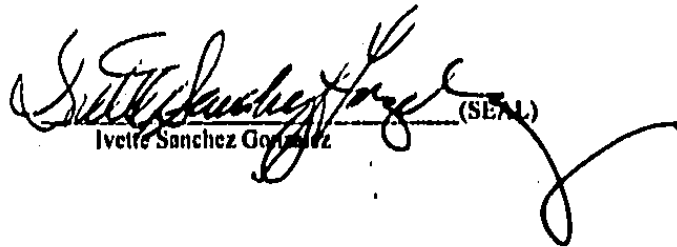
The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

FILED

96 AUG -8 PM 1:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, each Incorporator has hereunto executed these Articles of
Incorporation this 1 day of August 1996, at Miami, Florida.


Ivette Sanchez Gonzalez (SEAL)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, THE UNDERSIGNED AGREE TO ACT IN THIS CAPACITY,
AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE
OF ITS DUTIES.

ERIKA AVILA

By: Erika Avila 8/1/96
Date