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TO: DIVISION OF CORPORATIONS FROM: FAB-T CORP. AGENTS, INC.  
DEPARTMENT OF STATE 8405 NW 53RD ST  
STATE OF FLORIDA SUITE C-100  
409 EAST GAINES STREET MIAMI FL 33166-  
TALLAHASSEE, FL 32399 CONTACT: LIDIA FERNANDEZ  
FAX: (904) 922-4000 PHONE: (305) 599-0039  
FAX: (305) 592-9591  
(((H96000011511))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: MULTIMODAL U.S.A., INC.  
FAX AUDIT NUMBER: H96000011511 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 08/19/1996 TIME REQUESTED: 10:03:24  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 1  
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$78.75 ACCOUNT NUMBER: 071001002335

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ARTICLES OF INCORPORATION  
OF  
MULTIMODAL U.S.A., INC.

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96 AUG 19 AM 11:46  
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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is Multimodal U.S.A., INC.

The principal place of business shall be 6405 N.W. 36 Street Suite 202A, Miami, Florida 33166

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000,000 shares of capital stock with a par value of \$0.01 per share.

ONE MILLION (1,000,000) shares of the capital stock of the corporation shall be issued for cash at a par value of \$0.01 per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are to be divided into classes.

Prepared by: Jerome G. Gilpin  
6405 N.W. 36 Street  
Suite 202A  
Miami, Florida 33166  
(305) 870-0740

H96000011511

ARTICLE FIVEDIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE SIXPREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata shares (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SEVENINITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 6405 N.W. 36 Street, Suite 202A, Miami, Florida 33166.

The name and address of the initial registered agent of the corporation is Jerome G. Gilpin, 6405 N.W. 36 Street, Suite 202A, Miami, Florida 33166.

ARTICLE EIGHTINITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the by-laws. The name and address of the initial director of this corporation is:

Colyn F. Hollingsworth  
6405 N.W. 36 Street, Suite 202A  
Miami, Florida 33166

ARTICLE NINEINCORPORATORS

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

Colyn F. Hollingsworth  
6405 N.W. 36 Street, Suite 202A  
Miami, Florida 33166

ARTICLE TENACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent as provided by law.

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ARTICLE ELEVEN

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE TWELVE

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE THIRTEEN

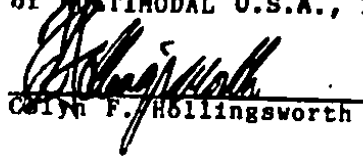
AMENDMENT

The corporation reserves this right to amend or repeal any of the provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

Signed and dated this 16th day of July, 1996. I hereby am familiar with and accept the duties and responsibilities as registered agent for MULTIMODAL U.S.A., INC.

 July 16, 1996  
Jerome G. Gilpin Date

Signed and dated this 16th day of July, 1996. I hereby am the person signing as the initial director and the incorporator of MULTIMODAL U.S.A., INC.

 July 16, 1996  
Calvin F. Hollingsworth Date

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