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((H96000011557)))  
 TO: DIVISION OF CORPORATIONS  
 DEPARTMENT OF STATE  
 STATE OF FLORIDA  
 409 EAST GAINES STREET  
 TALLAHASSEE, FL 32309  
 FAX: (904) 922-4000  
 DOCUMENT TYPE: FLORIDA PROFIT CORPORATION  
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**ARTICLES OF INCORPORATION  
of  
NORTHSTAR FREIGHT SYSTEMS, INC.**

*Article I - Name*

The name of this Corporation is:  
**NORTHSTAR FREIGHT SYSTEMS, INC.**

*Article II - Principal Office and Mailing Address*

The principal office and mailing address of the Corporation shall be:  
**2138 Northwest 99th Ave. , Miami, FL 33178**

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*Article III - Duration*

This Corporation shall have perpetual existence, commencing on the date of filing of these Articles.

*Article IV - Purpose*

This Corporation is organized for the purpose of engaging in the provision of services; in the import, export, purchase and sale of wholesale and retail goods and in any business permitted by law.

*Article V - Powers*

The Corporation shall have all the Corporate Powers enumerated in the Florida General Corporations Act, Florida Statutes, Chapter 607, et. seq.

*Article VI - Capital Stock*

This Corporation is authorized to issue three hundred shares of no par value common stock. Said stock shall be issued pursuant to a plan under §1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958.

All of said Stock shall be payable in cash, services or property other than stock or securities in lieu of cash at a just valuation to be determined by the Board of Directors.

*This Document prepared for electronic filing by:*  
**MATT WEINSTEIN, Attorney at Law, fbn 113320**  
9300 So. Dadeland Blvd., Suite 408  
Miami, Florida 33156  
ph. 305-670-5200

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*Article VII - Rights of Shareholders*

Except as otherwise provided by law, the entire voting power for the selection of Directors, the adoption of By-Laws, and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares. At their option the affairs of the Corporation may be managed by the Shareholders.

*Article VIII - Initial Registered Office and Agent*

The Street Address of the Initial Registered Office of this Corporation is:  
2138 Northwest 99th Ave. , Miami, FL 33178  
The Initial Registered Agent of the Corporation at that address is:  
CRAIG OSPINA

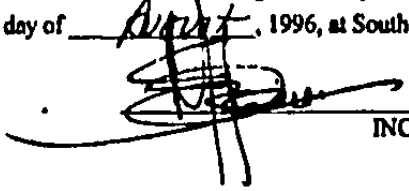
*Article IX - Incorporator*

The name and address of the person signing these Articles of Incorporation is:  
CRAIG OSPINA, 2138 Northwest 99th Ave. , Miami, FL 33178

*Article X - Amendment*


This Corporation reserves the right to amend or repeal, in the manner provided by law, the provisions contained in these Articles or any Amendments thereto, and any rights conferred upon Shareholders is subject to this reservation.

IN WITNESS WHEREOF the Undersigned Incorporator has executed these Articles of Incorporation this 19th day of August, 1996, at South Miami, in the County of Dade and State of Florida.

  
\_\_\_\_\_  
INCORPORATOR, CRAIG OSPINA

STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared: CRAIG OSPINA, who, being personally known to me, or who produced the following led identification: Fl. Dr. Lic., executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and seal this 19 day of August, 1996.  
  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida, Comm



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ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

The Undersigned hereby accepts Designation as the Initial Registered Agent of NORTHSTAR FREIGHT SYSTEMS, INC.

I understand that I shall remain as Registered Agent until I have either resigned or a successor has been appointed by the Corporation and that no such resignation or succession is effective until both the Corporation and the Secretary of State of Florida have been notified in the manner required by law. I understand that as Registered Agent I am required to be available at the Registered Office of the Corporation during normal business hours for receipt of Process and for such other purposes as required by Florida Statutes.

Signed this 19th day of August, 1996.

[Handwritten Signature]
REGISTERED AGENT, CRAIG OSPINA

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