

P96000 75274

DIVISION OF CORPORATIONS

NAME ROMANO VAZQUEZ
ADDRESS 1800 S.W. 27 Ave, Suite #501
CITY Miami STATE Florida ZIP CODE 33143
AREA CODE & PHONE NUMBER (305) 642-4237
NAME OF CORPORATION BRASIL EXPRESS CARGO, INC.

FOR OFFICE USE ONLY

<input checked="" type="checkbox"/> DOMESTIC	<input type="checkbox"/> AMENDMENT	<input type="checkbox"/> SEARCH
<input type="checkbox"/> FOREIGN	<input type="checkbox"/> DISSOLUTION	<input type="checkbox"/> MERGER
<input checked="" type="checkbox"/> PROFIT	<input type="checkbox"/> REINSTATEMENT	<input type="checkbox"/> MARK
<input type="checkbox"/> NON-PROFIT	<input type="checkbox"/> ANNUAL REPORT	<input type="checkbox"/> RESERVATION
<input type="checkbox"/> LIMITED PARTNERSHIP	<input checked="" type="checkbox"/> CERTIFICATE UNDER SEAL	<input checked="" type="checkbox"/> CERTIFIED COPY

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F. CHESLER SEP 9 1996
PICKED UP

**ARTICLES OF INCORPORATION
OF**

BRASIL EXPRESS CARGO, INC.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt and declare the following:

ARTICLE I - NAME

The name of this corporation is:
BRASIL EXPRESS CARGO, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence

ARTICLE III - PURPOSE.

The corporation may engage in any business permitted under the laws of the United States and the State of Florida

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of No par value common stock, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT.

The name and street address of the initial registered agent of this corporation is:

6830 Indian Creek Dr. Suite #306 Miami Beach, Fla. 33141

The address of the principal office of this corporation is

6830 Indian Creek Dr Suite #306 Miami Beach, Fla. 33141.

ARTICLE VI - INITIAL 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 but shall never be less than one (1). The name and address of the initial director of this corporation is:

ROMANO VAZQUEZ PRES-SEC- TREAS. DIRECTOR

6830 Indian Creek Dr. Suite #306

Miami Beach, Fla. 33141

ARTICLE VII - LAWS.

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

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TALLAHASSEE, FLORIDA

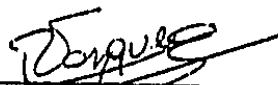
ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act

ARTICLE IX - INCORPORATOR (S)

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ____ day of August 19 96.

The name and addresses of the person(s) signing these Articles is (are)


NAME ROMANO VAZQUEZ

6830 Indian Creek Dr Suite #306
Miami Beach, Fla. 33141
ADDRESS

NAME

ADDRESS

NAME

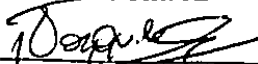
ADDRESS

ACCEPTANCE BY REGISTERED AGENT.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

DATED THIS ____ DAY OF August 19 96

ACCEPTANCE


Name of Resident Agent
ROMANO VAZQUEZ
6830 Indian Creek Dr. Suite #306
Miami Beach FL. 33141
Address