

P96000075279

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: EUSKADI TRANSPORTATION & SERVICES CORP.

AUDIT NUMBER.....H06000012548

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

September 9, 1996

EMPIRE CORPORATE KIT COMPANY

SUBJECT: MUSKADI TRANSPORTATION & SERVICES CORP.
REF: WD6000018897

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The corporate name must be identical throughout the document.

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Dana Calloway
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

P.01/07

EMPIRE CORPORATE KIT

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ARTICLES OF INCORPORATION
OF
EUSKADI TRANSPORTATION and SERVICES CORP.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The Name of the Corporation is **EUSKADI TRANSPORTATION and SERVICES CORP.**

ARTICLE II

TERM OF CORPORATE EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law and such existence shall commence at the time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PERMITTED ACTIVITY

The Corporation shall engage in any activity of business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Michael A. Bander
444 Brickell Avenue
Miami, FL 33131
MAB Bar # FL 171967
(305)358-5800

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ARTICLE IV.

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares with par value of \$1.00.

ARTICLE V.

PREEMPTIVE RIGHTS DENIED

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities, exchangeable for or convertible into such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Corporation is: 16581 Lake Tree Drive, Fort Lauderdale Florida 33326.

ARTICLE VII.

REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation, Register Agent Service Corporation:

16581 Lake Tree Drive

Fort Lauderdale, Florida 33326

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ARTICLE VIII.

DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than one person, the exact number to be determined from time to time in accordance with the By-Laws.

The name and address of the board of directors who shall serve until the first annual meeting of shareholders or until his successors are elected and qualified shall be:

NAME

President/Director

Ramon Cardenas

Vice President

Ikerne Cardenas

ARTICLE IX

INCORPORATOR

The name and address of the incorporator is: Ramon Cardenas, 16581 Lake Tree Drive, Fort Lauderdale, Florida 33326

ARTICLE X.

INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned, being the original incorporator of the Corporation, has executed these Articles of Incorporation this 15th day of March, 1995.


Ramon Cardenas
Incorporator

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STATE OF FLORIDA)
COUNTY OF DADE) SS.1

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared before me RAMON CARDENAS to be the person described herein as the Incorporator, and who executed the foregoing Articles of Incorporation, and he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 6th day of September 1996.


NOTARY PUBLIC, State of
Florida at Large

My Commission Expires"

MARITZA A. JIMENEZ
Notary Public, State of Florida
My Commission Expires Jan. 3, 1997.
Commission No. CC 249462

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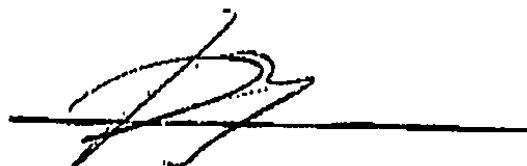
**CERTIFICATE OF DESIGNATION
REGISTER AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:
Euskadi Transportation and Services Corp.
2. The name and address of the Registered Agent and office is:

Ramon Cardenas
16581 Lake True Drive
Fort Lauderdale, Florida 33326

SIGNATURE:



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