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9/27/96

FLORIDA DIVISION OF CORPORATIONS
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((H96000013624 7))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MARTIN-SARGEN EXPRESS, INC.

AUDIT NUMBER.....H96000013624

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

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$78.75

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9/27/96

FLORIDA DIVISION OF CORPORATIONS

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11/10/96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
96 SEP 27 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/28/96
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ARTICLES OF INCORPORATION OF
MARTIN-SARGEN EXPRESS, INC.

ARTICLE I. NAME

The name of this corporation is:

MARTIN-SARGEN EXPRESS, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of COMMON STOCK, with a par value of TEN (\$10.00) dollars each.

ARTICLE V. AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business is not less than FIVE THOUSAND (\$5,000.00) DOLLARS.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholders upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared By:
Albio Aguilar
9110 S.W. 137th Avenue
Miami, Fl. 33186
305-388-5779

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TALLAHASSEE, FLORIDA

ARTICLE VII. INITIAL REGISTERED OFFICE, AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is:

9110 S.W. 137th Avenue Apt. #201 Miami, Fl. 33186

The name of the initial registered agent of this corporation is:

ALBIS AGUIAR

The corporation principal office shall be:

9110 S.W. 137th Avenue Apt. #201 Miami, Fl. 33186

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall have (2) director(s), initially. The number of director(s) may be either increased or diminished from time to time by the bylaws but shall never be less than ONE (1).

The name(s) and address (es) of the initial Board of Director(s) of this corporation is (are):

ALBIS AGUIAR
9110 S.W. 137th Avenue Apt. #201
Miami, Fl. 33186

SAHIDY AGUIAR
9110 S.W. 137th Avenue Apt. #201
Miami, Fl. 33186

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. INCORPORATORS

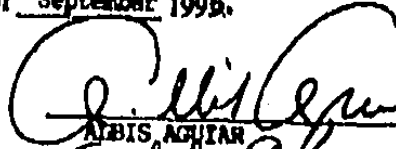

The name and address of the person(s) signing these Articles of Incorporation is (are):

ALBIS AGUIAR
9110 S.W. 137th Avenue Apt. #201
Miami, Fl. 33186

SAHIDY AGUIAR
9110 S.W. 137th Avenue Apt. #201
Miami, Fl. 33186

H96000013624

IN WITNESS THEREOF, we, being all of the original subscribers and incorporators of this Corporation for the purpose of forming a Corporation, do make and file these Articles of Incorporation with the Secretary of State of the State of Florida, and accordingly set our hands and seal this 26 day of September, 1998.


ALBIS AGUIAR

SAHIDY AGUIAR

STATE OF FLORIDA
COUNTY OF DADE

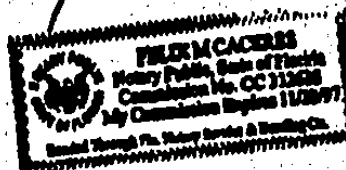
I HEREBY CERTIFY THAT on this day, before me a Notary Public duly authorized in the above mentioned State and County to take acknowledgments, personally appeared -----

-----ALBIS AGUIAR AND SAHIDY AGUIAR-----

to me well known and known to be the persons described in and who executed these foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hands and official seal in the City of Miami, County of Dade and State of Florida, this 26 day of September, 1998.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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CERTIFICATE DESIGNATING DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA
NAMING AGENT WHO PROCESS MAY BE SERVED

In pursuance of Chapter 48,091, Florida Statutes, the following is submitted, in compliance with said Act:

First-That ---MARTIN-MARGEN EXPRESS, INC.-----
qualified to do business under the laws of the State of Florida with its principal office at
the City of MIAMI
County of DADE, State of Florida has appointed -----
-----ALDIS AGUIAR-----
City of Miami, County of Dade, State of Florida, as its agent to
accept service of process within this State.

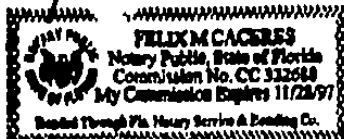
ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation,
at place designated in this Certificate, I hereby accept to act in this capacity, and agree to
comply with the provisions of said Act, relative to keeping open said office.


ALDIS AGUIAR

Sworn to and subscribed before me,
this 26 day of September, A.D. 1996

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



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12/12/09/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

3:20 PM

((H96000017250 0))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: FAB-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: MARTIN-BARGEN EXPRESS, INC.

AUDIT NUMBER.....H96000017250

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

CERT. COPIES.....0

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EST.CHARGE.. \$35.00

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96 DEC 10 AM 8:33

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*Corporate
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/10/96

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**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

MARTIN-SARGEN EXPRESS, INC.
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted; (Indicate article number(s) being amended, added or deleted)

ARTICLE 1: NAME: THE NEW NAME FOR THIS CORPORATION SHALL BE:

SOUTHERN PEARL EXPRESS, INC.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 4, 1996.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by Voting Group (voting group)"

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Prepared by: Sahidy Aguilar
9110 S.W. 137th Ave., Apt. 201

(continued)
Miami, FL 33186
(305) 262-9502

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96 DEC 10 AM 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/10/96

09:05

NO. 084 003

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Signed this 4th day of December, 19 96.

Signature

Salvador Aguilar
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer accepted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

SAHIDY AGUIAR

Typed or printed name

SECRETARY

Title

H96Q00017258