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:0: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCI#: 072450003255

CONTACT: RAY STORMONT

PAX #: (305)541-3770

PHONE: (305)541-3694
(GVM)CK
NAME: INTER CARGO OF MIAMI, CORP.

AUDIT NUMBER..... 196000013864

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

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October 7, 1996

EMPIRE CORPORATE KIT COMPANY

MIANI, PL

SUBJECT: INTERCARGO OF MIAMI, INC.

REF: W96000021126

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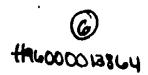
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Terri Buckley Corporate Specialist FAX Aud. #: #96000013864 Letter Number: 396A00045640



ARTICLES OF INCORPORATION

I, THE UNDERSIGNED, SUBSCRIBER TO THESE ARTICLES FOR THE FORMATION OF A CORPURATION UNDER THE LAWS OF THE STATE OF PLORIDA PURSUANT TO THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE I

CORPORATE NAME

THE NAME OF THIS COPPORATION SHALL BE INTER COURIER OF MIAMI,

ARTICLE II

NATURE OF CORPORATE BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

CAPITAL STOCK

THIS CORPORATION SHALL BE AUTHORISED TO HAVE A MAXIMUM OF FIVE HUNDRED (500) SEARES OF STOCKS OUTSTANDING AT ANY GIVEN TIME. THE SHARES OF STOCK AUTHORIZED SHALL HAVE A PAR VALUE OF ONE DOLLAR (\$1.00).

ARTICLE IV

. INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED 00/00 (\$100.00) DOLLARS.

PREPARED BY: ALFONSO CORDERO CORDERO CPA P.A. 5025 MW 36 STREET STE 302 MIAMI, FLORIDA 33166 (305) 599-4111

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TAIL ANASSEE, FLORIDA

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ARTICLE V

DURATION AND BEGINNING OF CORPORATE EXISTENCE

THIS CORPORATION IS TO EXIST PERPETUALLY. THE CORPORATE EXISTENCE OF THIS CORPORATION SHALL BEGIN AT THE TIME OF FILING OF THESE ARTICLES OF INCORPORATION BY THE STATE OF FLORIDA.

ARTICLE VI

PRINCIPAL OFFICE AND REGISTERED AGENT

THE INITIAL ADDRESS OF THE PRINCIPAL OFFICE OF THIS CORPORATION IN THE STATE OF FLORIDA IS:

0249 NW 36 STREET STE, 105 MIAMI, PLORIDA 33166

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICE OF THIS CORPORATION TO ANY OTHER ADDRESS IN FLORIDY. THE REGISTERED AGENT OF THIS CORPORATION SHALL BE:

CARLOS ALVARADO 8249 NM 36 SIREET STE. 105 MIANI, PLORIDA 33166

ARTICLE VII

DIRECTORS

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED, OR DIMINISHED, FROM TIME TO TIME, BY BY-LAWS ADOPTED BY THE STOCKHOLDERS.

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ARTICLE VIII

THE MAME AND TITLE OF THE NEWSERS OF THE FIRST SOARD OF DIRECTORS AND THE STATE OF CORPORATE OFFICERS IS AS FOLLOWS:

MAME

TITLE

CARLOS ALVARADO

President Secretary Treasurer

ARTICLE IX

SUBSCRIBER

THE NAME AND ADDRESS OF THE SUBSCRIBER OF THESE ARTICLES OF INCORPORATION ARE AS POLLOWS!

CARLOS ALVARADO

8249 MW 36 STREET STE. 105 MIAMI, FLORIDA 33166

ARTICLE X

PREEMPTIVE RIGHTS

SHOULD ANY STOCKHOLDER WISH TO DISPOSE OF MYS STOCK IT SMALL, PIRST BE OFFERED TO THE REMAINING STOCKHOLDERS, AT A PRICE NO GREATER THAN A BONA-FIDE OFFER BY ANY THIRD PERSON, AND SAID SHALL BE AVAILABLE FOR A PERIOD OF MINETY (90) DAYS TO SUCH REMAINING STOCKHOLDERS. IN THE EVENT THAT ANY OF SAID STOCK IS NOT PURCHASED BY ANY OF THE REMAINING STOCKHOLDERS WITHIN MINETY (90) DAYS OF THE OFFER, SAID STOCK MAY THEN BE SOLD BY THE STOCKHOLDERS TO A THIRD PERSON APPROVED BY THE OTHER SHAREHOLDERS.

ARTICLE XI

AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MAINTER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE SOARD OF DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS AND APPROVED AT A STOCKHOLDERS HESTING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON.

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ARTICLE XII

THE STOCK OF THIS CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE, SO THAT THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVE THE BENEFITS PROVIDED THEREUNDER.

IN WITHESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THE 2 DAY OF OCTOBER, 1996.

CARLOS ALVADADO

ACKNOWLEDGMENT

HAVING BEEN NAMED ABOVE AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE SLATED CORPORATION, AT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THE CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT NELLATIVE TO KEEPING OPEN SAID OFFICE.

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