

JOSHUA D. BASH, ESQ.

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ARTICLES OF INCORPORATION OF  
CAROLINA TRANSPORTATION, INC.

The undersigned, acting as incorporators of a corporation pursuant to Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be **CAROLINA TRANSPORTATION, INC.**

ARTICLE II

The corporation shall exist perpetually and for an indefinite period, commencing on the 22nd day of November, 1996.

ARTICLE III

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

1. To act as agent, broker or attorney in fact for any persons or corporations dealing in real property or personal property and to borrow, mortgage or raise money or other capital necessary to conduct the business of the corporation.

2. To perform or cause to be performed all of the acts necessary to effect the corporate purpose, including the conduct of business outside the State of Florida, in the other states or possessions of the United States or in any foreign country.

ARTICLE IV

This corporation is authorized to issue ONE HUNDRED (100) shares of FIVE (\$5.00) DOLLARS par value capital stock.

ARTICLE V

The amount of capital with which this corporation will begin business will be FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

The principal office of this corporation shall be at #C-10, 2575 Collins Avenue, Miami Beach, FL. 33140.

ARTICLE VII

The street address of the initial registered office of this corporation is #C-10, 2575 Collins Avenue, Miami Beach, FL. 33140 and the name of the initial registered agent at that address is MARCO F. QUINONES.

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

#### ARTICLE VIII

The corporation shall have two directors initially. The number of directors may be either increased or decreased by the bylaws but shall never be less than two. The names and address of the initial directors of the corporation, who shall serve subject to these Articles, the by-laws and the corporation laws of the State of Florida and who shall hold office for the first year of corporate existence or until their successors are elected or have qualified are:

AMBROSIO PLATA and MARIA FERNANDA REDONDO  
2575 Collins Avenue, Miami Beach, FL. 33140

#### ARTICLE IX

The names and address of the subscribers and officers signing these articles are:

AMBROSIO PLATA, Pres. and MARIA FERNANDA REDONDO, Vice-Pres.  
2575 Collins Avenue, Miami Beach, FL. 33140

#### ARTICLE X

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### ARTICLE XI

Shares of capital stock in this corporation shall be issued initially to the following persons and in the amounts set forth opposite their names:

CAROLINA TRANSPORTATION, LTDA.  
2575 Collins Avenue  
Miami Beach, FL. 33140

The proceeds of the stock subscribed for will be more than the amount necessary to begin business.

#### ARTICLE XII

Shares held by the initial shareholders listed above shall not be sold or otherwise transferred, encumbered, mortgaged or hypothecated unless such shares are first offered for sale to the remaining shareholders or the corporation. The price and terms of any such sale shall be determined by written agreement among all of the shareholders of the corporation.

### ARTICLE XIII

The corporation shall have the following rights and powers:

1. To determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation shall be open to the inspection of shareholders; and no shareholder shall have the right of any corporate account book or document, unless conferred by statute or authorized by written agreement, shareholders or board of directors resolution.

2. The corporation may, in its by-laws, confer powers upon its board of directors, in addition to the foregoing, and in addition to the powers authorized and expressly conferred by statute.

3. The corporation shall have the right to amend, alter, change or repeal any provisions contained in the articles in the manner now or hereafter prescribed by law and all rights granted to shareholders herein are granted subject to this reservation.

### ARTICLE XIV

The shareholders may divide themselves into groups for the purpose of obtaining unit control in the corporation, and when any agreement is made between shareholders owning at least FIFTY ONE (51%) PER CENT of the stock then outstanding, said agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers of the corporation and the shareholders shall be permitted to include in the agreements made among themselves the following as valid matters of agreement:

1. The manner in which and the persons by whom the directors may be elected.

2. Any limitations upon the transferability and assignability of the stock.

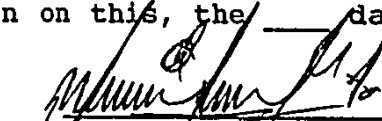
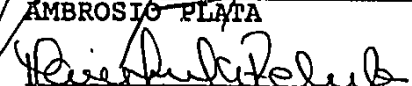
3. The conferring of preemptive rights as a condition precedent to the sale of any stock.

4. The making of by-laws and rules for holding meetings and what constitutes a quorum therefor.

5. Any matters related to effectuating the purposes included in any of the foregoing matters.

Agreements between shareholders shall continue to bind the corporation until there is filed with the president and secretary of the corporation, in duplicate, a written instrument, signed by the parties to the agreement, or their legally constituted successors consenting to the revocation and cancellation of the agreements among the shareholders.

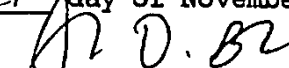
IN WITNESS WHEREOF, the undersigned subscribers have executed the foregoing Articles of Incorporation on this, the 21 day of November, 1996.

  
AMBROSIO PLATA  
  
MARIA FERNANDA REDONDO

STATE OF FLORIDA  
SS:  
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State of Florida, personally appeared AMBROSIO PLATA and MARIA FERNANDA REDONDO, under oath, to me well-known, or having produced the following identification PA-550021 #PE-9465 and they acknowledged before me that they executed the foregoing Articles of Incorporation for the purposes set forth therein.

In witness whereof, I have hereunto set my hand and seal in the above County and State on this, the 21 day of November, 1996.

  
NOTARY PUBLIC  
PRINT

SERIAL NO.

My Commission Expires:



JOSHUA D. BASH  
COMMISSION # CC342837  
EXPIRES JAN 18, 1998  
Atlantic Bonding Co., Inc.  
R00-732-2245

EXP 11/7/97

CERTIFICATE RE: REGISTERED AGENT

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, IT IS SUBMITTED THAT CAROLINA TRANSPORTATION, INC., DESIRING TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 2575 COLLINS AVENUE, IN THE CITY OF MIAMI BEACH, IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS NAMED MARCO F. QUINONES, LOCATED AT 2575 COLLINS AVENUE, IN THE CITY OF MIAMI BEACH, IN THE COUNTY OF DADE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS ON ITS BEHALF WITHIN THE STATE OF FLORIDA.

BY:   
AMBROSIO PLATA, PRES.

DATED: November \_\_\_\_, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
REGISTERED AGENT

DATED: November \_\_\_\_, 1996

THIS INSTRUMENT PREPARED BY:

JOSHUA D. BASH, ESQ.  
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JDB/hs