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PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 176794 81793A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 5, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 176794-005

CUSTOMER NO: 81793A

CUSTOMER: Ms. Bebete Beraldi
BECKER & POLIAKOFF, P.A.

5201 Blue Lagoon Drive
Suite #100
Miami, FL 33126

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-12/05/96--01035--029
****122.50 ****122.50

W96-25496

DOMESTIC FILING

NAME: RED EXPRESS CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

RECEIVED
96 DEC -5 AM 11:28
DIVISION OF CORPORATION

12-13-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: RED EXPRESS CORPORATION
Ref. Number: W96000025496

RESUBMIT
Please give original
submission date as file date.

RECEIVED
5 DEC -9 AM 10:52
DIVISION OF CORPORATIONS

We have received your document for RED EXPRESS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 496A00054610



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 10, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: RED EXPRESS CORPORATION
Ref. Number: W96000025496

RESUBMIT
Please give original
submission date as file date.

We have received your document for RED EXPRESS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00055098

RECEIVED
96 DEC 12 PM 4:19
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF

GLOBAL EXPRESS CORP.

FILED
96 DEC -5 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person, competent to contract, acting as incorporator of the corporation described herein (the "Corporation") under the General Corporation Law of the State of Florida, make, subscribe, acknowledge and file the following Articles of Incorporation for the Corporation.

ARTICLE I

NAME

The name of the Corporation is: GLOBAL EXPRESS CORP.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The amount of authorized capital stock is One Thousand and 00/100 Dollars (\$1,000.00), consisting of one thousand (1,000) shares of common stock.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of any kind, class or series, shall have the pre-emptive right to purchase his prorata share thereof (as nearly

as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

CORPORATE EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE VII

PRINCIPAL OFFICE

The street address of the principal office of the Corporation in the State of Florida is 5201 Blue Lagoon Drive, Suite 100, Miami, Florida 33126.

ARTICLE VIII

NUMBER OF DIRECTORS

The number of directors of the Corporation shall be set from time to time by the By-laws, but shall be at least one (1).

ARTICLE IX

SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation are:

Thomas J. Skola - 5201 Blue Lagoon Drive
Suite 100
Miami, Florida 33126

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 5201 Blue Lagoon Drive, City of Miami, County of Dade, State of Florida, and the name of the initial registered agent of the Corporation at that address is: Thomas J. Skola.

ARTICLE XI

INDEMNIFICATION

To the full extent permitted by law, the Corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including one in the right of the Corporation to procure a judgment in its favor) by reason of the fact that he, or his testator or intestate, is or was a director, officer, employee or agent of the Corporation or served any other corporation, partnership, joint venture, trust or other enterprise in any capacity, at the request of the Corporation.

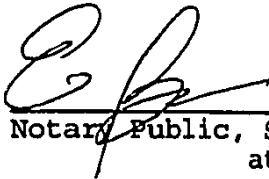
IN WITNESS WHEREOF, I do make and subscribe these Articles of Incorporation on this 4th day of December, 1996.


THOMAS J. SKOLA

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

96 DEC -5 PM 12:43
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me by THOMAS J. SKOLA, individually. He is personally known to me and did take oath, this day of December, 1996.



Notary Public, State of Florida
at Large

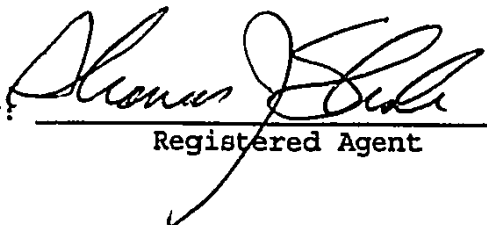
My Commission expires:

Name of Notary: Elizabeth Beraldi



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the applicable provisions of all pertinent legislation.

By: 
Registered Agent