

P96000/01873

JOHN T. PRAHL
Attorney at Law

Telephone:
305-443-7090
Facsimile:
305-443-7505

2001 Ponce de Leon Blvd
Suite 1155
Coral Gables, FL 33134

December 14th, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, FL 32314

200002031002--3
-12/17/96--01104--009
****122.50 ****122.50

Re: ALMAR INTERNATIONAL LOGISTICS, INC.

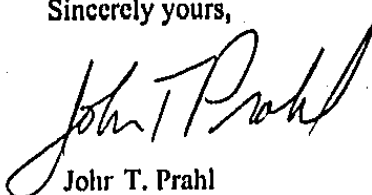
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above captioned corporation. Our check for \$122.50 is also enclosed for the filing fees.

Please file the Articles and return the certified copy to this office.

Thank you for your cooperation in this matter.

Sincerely yours,


John T. Prah

Enc.

FILED
96 DEC 16 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 18 1996

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

FILED
96 DEC 16 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the Corporation is:
Almar International Logistics, Inc.
2. The mailing address for the corporation shall be 7300 N.W. 35th Terrace, Miami, Florida 33122.
3. The period of its duration is perpetual.
4. The purpose is to engage in activities or business permitted under the laws of the United States and Florida.
5. The corporation shall have authority to issue 5,000 shares, all of one class, \$1.00 par value.
6. The address of its initial registered office is 2801 Ponce De Leon Blvd., Suite 1155, Coral Gables, Florida, 33134, and the name of its initial registered agent at said address is John T. Prah.
7. The number of directors constituting its initial board of directors is three (3) whose names and addresses are:

NAME	ADDRESS
Alberto J. Marino, Sr.	7300 N.W. 35th Terrace Miami, FL 33122
Alberto J. Marino, Jr.	7300 N.W. 35th Terrace Miami, FL 33122
Yvette C. Marino	7300 N.W. 35th Terrace Miami, FL 33122

8. The name and address of the Incorporator is:

NAME	ADDRESS
Alberto J. Marino, Sr.	7300 N.W. 35th Terrace Miami, FL 33122

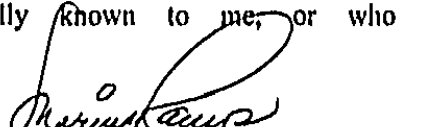
9. Preemptive Rights shall be as follows: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholders, such of the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder to all shares of common stock currently authorized (authorized and issued).

DATED this 12TH day of December, 1996.


ALBERTO J. MARINO, SR.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged by me this 12TH day of December, 1996, by Alberto J. Marino, Sr. who is personally known to me, or who produced FLA DRIVER'S LICENSE as identification.


NOTARY PUBLIC

My Commission Expires:



MARINA RAMOS
MY COMMISSION # CC332206 EXPIRES
November 23, 1997
BONDED THRU TROY TAIN INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

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

First--that Almar International Logistics, Inc., desiring to organize under the laws of the
State of Florida with its principal office, as indicated in the Articles of Incorporation at Coral Gables,
County of Dade, State of Florida, has named John T. Prah, 2801 Ponce De Leon Blvd., Suite 1155,
Coral Gables, Florida 33134.

(Street address and number of building, post office box address not acceptable)

City of Coral Gables, County of Dade, State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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
provision of said Act relative to keeping open said office.


John T. Prah

FILED
96 DEC 16 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA