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P.1

FL-1100 VISION RE CORPORATION

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(((H96000017814 0)))

TO: DIVISION OF CORPORATIONS FAX #: (904)922-4001
FROM: 1ST ACCOUNTING GROUP, INC. ACCT#: 072100000416
CONTACT: MANUEL R DEL VALLE
PHONE: (305)477-2234 FAX #: (305)477-4177

NAME: MCD TRANSPORTATION SERVICES, INC.
AUDIT NUMBER.....H96000017B14
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..O PAGES..... 5
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$122.50

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLA.
FBI - TAMPA

DEC 19 '96 14:21 1ST ACCOUNTING GROUP

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R96000017814

ARTICLES OF INCORPORATION
OF
MCD TRANSPORTATION SERVICES, INC.

ARTICLE I - Name

The name of this corporation is MCD Transportation Services, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II - Nature of Business

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3610 Yacht Club Dr., Apt. 510, Aventura, FL 33180 and the name of the initial registered agent of this corporation at that address is Andre Passos de Paula.

ARTICLE VI - Initial Board of Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Mauricio Castilho Dinepi
21085 N.E. 34th Ave., Apt. 404
Aventura, FL 33180

Andre Passos de Paula
3610 Yacht Club Dr., Apt. 510
Aventura, FL 33180

All of the said directors are of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: Mauricio Castilho Dinepi
21085 N.E. 34th Ave., Apt. 404
Aventura, FL 33180

TREASURER: Andre Passos de Paula
3610 Yacht Club Dr., Apt. 510
Aventura, FL 33180

SECRETARY: Andre Passos de Paula
3610 Yacht Club Dr., Apt. 510
Aventura, FL 33180

ARTICLE VIII- Incorporator

The name and address of the person signing these articles is:

Andre Passos de Paula
3610 Yacht Club Dr., Apt. 510
Aventura, FL 33180

ARTICLE IX - Distribution

The name and address of each stock subscriber, and the number of shares of stock which each agrees to take, and the sums subscribed to and paid are as follows:

NAME	ADDRESS	SHARE
Mauricio Castilho Dinepi	21085 N.E. 34 th Ave., Apt. 404 Aventura, FL 33180	500 Shares \$500.00
Quality USA Trading, Inc.	7270 N.W. 12 th St., Suite 345 Miami, FL 33126	500 Shares \$500.00

ARTICLE X -Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

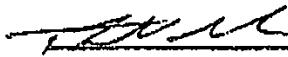
The principal place of business or mailing address of this corporation is

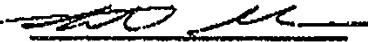
7270 N.W. 12th St., Suite 345
Miami, FL 33126

ARTICLE XIII - Register Agent Acceptance

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 19th day of December, 1996.


INCORPORATOR
96 DEC 19 AM 8:35
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


REGISTERED AGENT