

**MICHAEL GOLDBERG, P.A.**  
CERTIFIED PUBLIC ACCOUNTANTS

VENTURE BUILDING  
16855 NORTHEAST 2ND AVENUE  
SUITE 303  
NORTH MIAMI BEACH, FLORIDA 33162

TELEPHONE (305) 851-0400  
TELEFAX (305) 851-0811

P96000104237

December 12, 1996


Division of Corporations  
PO Box 6327  
Tallahassee, FL 32301

Gentlemen:

Enclosed please find the Articles of Incorporation for STEEN CONSULTANTS, INC., along with a check for \$122.50.

If you have any questions regarding this new corporation, please feel free to contact me at the above address.

Sincerely,

  
MICHAEL GOLDBERG, P.A.  
CERTIFIED PUBLIC ACCOUNTANTS

DEC 30 1996

enclosures

FILED  
96 DEC 23 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
STEEN CONSULTANTS, INC.**

**FILED**  
96 DEC 23 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This undersigned, a natural person, and duly licensed to be a freight forwarding consultant in the State of Florida, does hereby form a corporation under the Florida Professional Services Corporation Act and other laws of the State of Florida.

**ARTICLE ONE**

The name of the Corporation is **STEEN CONSULTANTS, INC.**

**ARTICLE TWO**

The purpose for which the Corporation is organized is for freight forwarding consulting. Subject to the laws of the State of Florida regarding Professional Corporations, the Corporation may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The Corporation shall have all of the powers vested in a Professional Corporation organized under and existing by virtue of the laws of the State of Florida.

**ARTICLE THREE**

The maximum number of shares of stock which the Corporation is authorized to issue and have at any time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE FOUR**

The existence of the Corporation shall be perpetual.

#### **ARTICLE FIVE**

The street address of the principle office of the Corporation and the Corporation's initial registered office is **1320 NE 103rd STREET, MIAMI SHORES, FLORIDA 33138**, and the initial Registered Agent at that address is **MICHAEL STEEN**.

#### **ARTICLE SIX**

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time pursuant to the By-Laws of the Corporation, but shall not be less than one nor more than ten.

#### **ARTICLE SEVEN**

The name and street address of the member of the first Board of Directors of the Corporation who shall hold office for the first year of the Corporation's existence or until his successor is elected and has qualified is:

##### **NAME**

##### **ADDRESS**

**MICHAEL STEEN**

**1320 NE 103rd STREET  
MIAMI SHORES, FLORIDA 33168**

#### **ARTICLE EIGHT**

Members of the Board of Directors or of any Executive Committee thereof shall be deemed present at a meeting of such Board or Committee if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time is used.

#### **ARTICLE NINE**

A Director shall not be prohibited or disqualified from voting on any issue, at any time, by reason of the fact that the issue under consideration may involve any such director, personally, directly or indirectly, or that it may involve any person, firm, corporation or other entity in which such director has such a direct or indirect interest.

#### **ARTICLE TEN**

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

**NAME**

**ADDRESS**

MICHAEL STEEN

1320 NE 103rd STREET  
MIAMI SHORES, FLORIDA 33138

#### **ARTICLE ELEVEN**

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 shareholders and approved either at the shareholders' meeting by the affirmative vote of the holders of two-thirds of the shares entitled to vote thereon or by written consent of all shareholders.

**ARTICLE TWELVE**

The initial By--Laws of the Corporation shall be adopted by a unanimous vote of the Board of Directors of the Corporation. Thereafter, the By-Laws of the Corporation may be amended, modified or repealed as provided by the By-Laws.

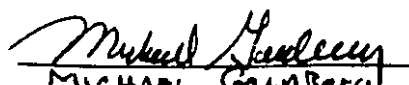
20 EXECUTED at Miami Shores, Dade County, Florida, this day of December, 1996.

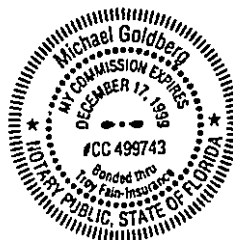
  
MICHAEL STEEN

STATE OF FLORIDA)  
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of December, 1996, by MICHAEL STEEN, to me personally known to be the person who subscribed to the foregoing Articles of Incorporation of STEEN CONSULTANTS, INC., who is personally known to me as the person described in and who executed the foregoing.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at North Miami Beach, Florida the day and year first written above.

  
MICHAEL GOLDBERG  
(Printed Name of Notary)  
CC 499743  
Serial Number of Notary  
Notary Public  
State of Florida  
My Commission Expires:



**FILED**

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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

**STEEN CONSULTANTS, INC.**, desiring to organize under the laws of the State of Florida, hereby designates **MICHAEL STEEN**, as its Registered Agent and 1320 NE 103rd STEET, MIAMI SHORES, FLORIDA 33138 as its registered office.

**ACCEPTANCE**

Having been named as Registered Agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.

  
**MICHAEL STEEN**  
**(REGISTERED AGENT)**