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1/08/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000000451 9))

TO: DIVISION OF CORPORATIONS
FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305) 599-0839

FAX #: (904) 922-4001
ACCT#: 071001002335
FAX #: (305) 716-0346

NAME: FREIGHTER SYSTEMS CO.
AUDIT NUMBER.....H97000000451
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 3
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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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Donor
1/9/97

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97 JAN -8 11:31

ARTICLES OF INCORPORATION
OF

FREIGHTER SYSTEMS CO.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **FREIGHTER SYSTEMS CO.**

The principal place of business of this corporation shall be: 1408 N.W. 82nd Ave.
Miami, Fl 33126

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Pedro E. Behrens 1408 N.W. 82nd Ave.
Miami, Fl 33126

Enrique G. Lugo 1408 N.W. 82nd Ave.
Miami, Fl 33126

Prepared by: Pedro E. Behrens
1408 N.W. 82nd Ave.
Miami, Fl 33126
(305) 591-5645

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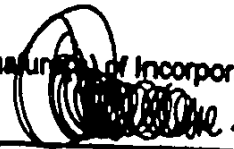
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Pedro E. Behrens 1408 N.W. 82nd Ave.
Miami, Fl 33126

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 08 day of January, 1997.

Signature(s) of Incorporator(s)



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01/08/97

16:55

NO.318

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H97000000451

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation FREIGHTER SYSTEMS CO.

2. The name and address of the registered agent and office is:

Pedro E. Behrens 1408 N.W. 82nd Ave.

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33126

(CITY/STATE/ZIP)

SIGNATURE



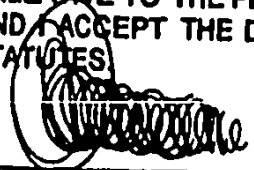
(corporate officer)

TITLE DIRECTOR

DATE 01/08/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE 01/08/97

H97000000451