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CONTACT: RAY STORMONT
PHONE: (305)541-3694 FAX #: (305)541-3770

NAME: PHOENIX TRANSPORT, INC.
AUDIT NUMBER.....H97000001269
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 10
CERT. COPIES.....1 DEL.METHOD.. FAX
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ARTICLES OF INCORPORATION OF
PHOENIX TRANSPORT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation,
a natural person competent to contract, hereby forms a corporation
for profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be PHOENIX TRANSPORT, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business
permitted under the laws of the State of Florida and of the United
States of America; except that it is not to conduct a banking, safe
deposit, trust, insurance, surety, express, railroad, canal, mutual
life insurance association, cooperative association, fraternal
benefits society, state fair or exposition.

ARTICLE III - SHARES OF STOCK

The maximum number of shares of stock that this corporation is
authorized to have outstanding at any one time is 100 shares at
\$1.00 par value.

ARTICLE IV - DURATION

The Corporation is to have perpetual existence, commencing
upon the filing of these Articles with the Department of State.

ARTICLE V - REGISTERED OFFICE AND AGENTS

The address of the Corporation's initial registered office and
the name of its initial registered agent at such address is as

Prepared By: Alejandro Nunes, Esq.
1507 Ponce De Leon Blvd., Ste. 101,
Coral Gables, FL 33134
(305) 774-6222 - Florida Bar No. 768612

follows: ALEJANDRO NUNEZ, ESQ., Registered Agent, 1607 Ponce De Leon Blvd., Suite #101, Coral Gables, Fl 33134.

Corporate Address: 1607 Ponce De Leon Blvd, Suite 101
Coral Gables, Florida 33134

ARTICLE VI - RESIDENT AGENT

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is the designation of the Resident Agent on whom service of process may be made:

ALEJANDRO NUNEZ, ESQ.
1607 Ponce De Leon Blvd, Suite 101
Coral Gables, Florida 33134

ARTICLE VII - DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders.

ARTICLE VIII - INITIAL DIRECTORS

The names and street address of the members of the first Board of Directors who shall hold office until their successors are elected and qualified, are as follows:

PRES:	OSVALDO PEREZ	10918 N.W. 1st Lane Miami, Fl 33172.
V-PRES:	ARMANDO C. GARCIA	233 S.W. 99th Ave. Miami, Fl 33174.
TREAS:	ARMANDO C. GARCIA	233 S.W. 99th Ave. Miami, Fl 33174.
SEC:	OSVALDO PEREZ	10918 N.W. 1st Lane. Miami, Fl 33172.

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as incorporators are:

PRES:	OSVALDO PEREZ	10918 N.W. 1st Lane Miami, Fl 33172.
V-PRES:	ARMANDO C. GARCIA	233 S.W. 99th Ave. Miami, Fl 33174.
TREAS:	ARMANDO C. GARCIA	233 S.W. 99th Ave. Miami, Fl 33174.
SEC:	OSVALDO PEREZ	10918 N.W. 1st Lane Miami, Fl 33174.

ARTICLE X - 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 by the stockholder's 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 to these Articles of Incorporation be made.

ARTICLE XI - REGULATION OF BUSINESS

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and to create, define, limit, and regulate the powers of the corporation, and the shareholders:

A. If the By-Laws of the corporation so provide, any meeting of the shareholders may be held either within or without the State of Florida and the books and records of the corporation may be kept at such place or places outside the State of Florida as may be designated, at any time, or from time to time, by the shareholders, unless otherwise provided by the laws of Florida.

B. No contract or other transaction between the Corporation and one or more of its shareholders, or any other corporation, firm, association or entity in which one or more of its shareholders are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because of such shareholder or shareholders are present at the meeting which authorizes, approves or ratifies such contract or transaction or because his or their wishes are counted for such purpose if:

The fact of such relationship or interest is disclosed or known to the shareholders which authorize, approve or ratify the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested shareholders; or
The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the shareholders.

Such common or interested shareholders may be counted in determining the presence of a quorum at a meeting of the shareholders which authorizes, approves or ratifies such contract or transaction.

C. The Stock in the corporation is issued pursuant to the provisions of Section 1244 of the Internal Revenue Code.

D. In the event a certificate of stock is lost, stolen or destroyed, the corporation may issue a replacement certificate without requiring the surrender of the certificate for cancellation, provided that the shareholder in whose name the certificate was registered shall provide an affidavit setting forth

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the circumstances under which such certificate was lost, stolen or destroyed and provided said shareholders agrees in writing to indemnify and hold the corporation harmless from and against any and all claims, actions, and suits, whether groundless or otherwise and from and against any and all liabilities, losses, damages, costs, charges, counsel fees, and other expenses, of every nature and character, which the corporation at any time shall or may sustain or incur by reason of any claim or demand which may be made as a result of the issuance of such new certificate.

ARTICLE XII - PRE-EMPTIVE RIGHTS

Every stockholder shall on the sale for cash of any new stock of the same class as that which he already holds, have the right to purchase his pro-rata share thereof (as nearly as may be done without insurance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - OTHER PROVISIONS

A. Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

B. Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the

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corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale.

The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

C. Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

D. All resolution of financial nature will be determined by an approved budget.

ARTICLE XIV - LIABILITY OF DIRECTORS

A. To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholder, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seal on this 21 day of January, 1997.

[Signature]
Witness: Alejandro Nunez

[Signature]
OSVALDO PEREZ, President, and Secretary

[Signature]
Witness: Dayana Baldivar
[Signature]
Witness: Dayana Zalazar

[Signature]
Witness: Alejandro Nunez

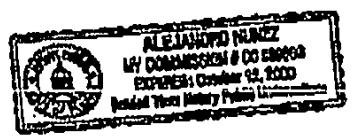
[Signature]
ARMANDO C. GARCIA, Vice-President, and Treasurer

[Signature]
Witness: Dayana Baldivar
[Signature]
Witness: Dayana Zalazar

STATE OF FLORIDA)
)SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me, this 21 day of Jan, 1997, by OSVALDO PEREZ and ARMANDO GARCIA. They are personally known to me or have produced the following type of identification and did did not take an oath.

[Signature]
NOTARY PUBLIC, State of
Print Name
Commission No.
My Commission Expires:




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:

That PHOENIX TRANSPORT, INC., desiring to organize under the laws of the State of Florida with its principal office, located at 1607 Ponce De Leon Blvd, Suite 101, Coral Gables, Florida, as indicated in the articles of incorporation at the City of Miami, County of Dade, State of Florida has named ALBJANDRO NUNEZ, ESQ., located at 1607 Ponce De Leon Blvd, Suite 101, Coral Gables, County of Dade, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



ALBJANDRO NUNEZ, ESQ.
Registered Agent

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FILED
97 JAN 23 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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