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VIA AIRBORNE EXPRESS

January 16, 1997

Secretary of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32399

100002062491--1
-01/17/97--01117--018
****122.50 ****122.50

Re: Lion Cargo Brokers, Inc.

Dear Sir:

Enclosed are Articles of Incorporation for Lion Cargo Brokers, Inc., a new corporation, along with a check in the amount of \$122.50, for filing.

Please return the filed document to me. Should you have any question during processing, feel free to call me at 305-889-1547.

Sincerely,

Jan Bocskai

Jan Bocskai, CLA

Enclosures

[Signature]
1/24

FILED
97 JAN 17 PM 12:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CORPORATE OFFICE

11701 N.W. 101st Road, Miami, Florida 33178-1021 • Telephone (305) 889-1600 • Fax (305) 888-7825

**ARTICLES OF INCORPORATION
OF
LION CARGO BROKERS, INC.**

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TALLAHASSEE FLORIDA

ARTICLE I

Name

The name of the corporation is Lion Cargo Brokers, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 10025 N.W. 116 Way, Suite 17, Miami, Florida 33178.

ARTICLE III

Common Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	Common Stock

ARTICLE IV

Registered Office and Agent

The street address of the Corporation's initial registered office in the State of Florida is 10025 N.W. 116 Way, Suite 17, Miami, Florida 33178, and the name of its initial registered agent at such office is Alegre G. Yohros.

ARTICLE V

Incorporator

The name of the Incorporator is Alegre G. Yohros, and the address of the Incorporator is 10025 N.W. 116 Way, Suite 17, Miami, Florida 33178.

ARTICLE VI

Indemnification

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

ARTICLE VII

Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws. The number of directors constituting the initial Board of Directors is one (1), and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until her successors are duly elected and qualified, is:

Name

Address

Alegre G. Yohros

10025 N.W. 116 Way, Suite 17
Miami, Florida 33178

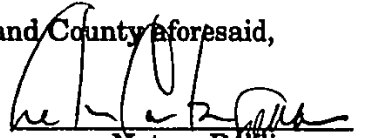
IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation this 14th day of January, 1997.


Alegre G. Yohros
Incorporator

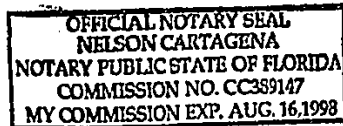
STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Alegre G. Yohros, to me known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 14th day of January, 1997.


Notary Public
State of Florida at Large

My Commission Expires:



ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Lion Cargo Brokers, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Section 607.0505 of the Florida Business Corporation Act.


Alegre G. Yohros
Registered Agent

DATED: January 14, 1997

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TALLAHASSEE FLORIDA