

# P97000007089

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June 8, 1998

FILED  
SECRETARY OF CORPORATIONS  
98 JUN 15 PM 12:14

FEDERAL EXPRESS

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-06/19/98--01002--004

\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Amended and Restated Articles of Incorporation  
for Lion Cargo Brokers, Inc.

Ladies and Gentlemen:

Enclosed please find two sets of Amended and Restated articles of incorporation for Lion Cargo Brokers, Inc. and a check for \$87.50 representing the filing fee and the certified copy fee.

If you should have any questions or need additional information, please call me.

Sincerely,

*Maria A. Martinez*

Maria A. Martinez

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98 JUN 15 AM 8:20  
DIVISION OF CORPORATIONS  
Enclosures

*Amended  
& Restated*

*38 6/20/98*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
LION CARGO BROKERS, INC.

Original Articles of Incorporation filed with  
the Florida Department of State on  
January 17, 1997

On June 8, 1998, the Board of Directors and sole shareholder of Lion Cargo Brokers, Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

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 8055 N.W. 77th Court, Suite 5, Miami, Florida 33166.

ARTICLE III

Purpose

The Corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The Corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws. Without limiting the foregoing, the Corporation may transact customs brokerage business.

ARTICLE IV

Capital Stock

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

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

ARTICLE V

Registered Office and Registered Agent

The street address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131, and the name of its registered agent at such office is Louis R. Montello.

ARTICLE VI

Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

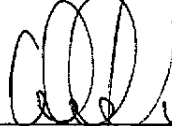
ARTICLE VII

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.

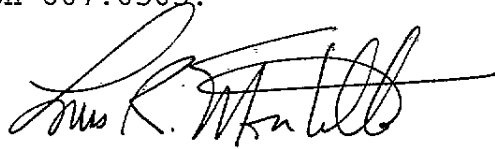
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on June 8, 1998.

LION CARGO BROKERS, INC.

By:   
Manuel A. Lescano,  
President

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 Florida Statutes Section 607.0505.

  
Louis R. Montello,  
Registered Agent

June 8, 1998

**CERTIFICATE  
OF THE  
PRESIDENT  
OF  
LION CARGO BROKERS, INC.**

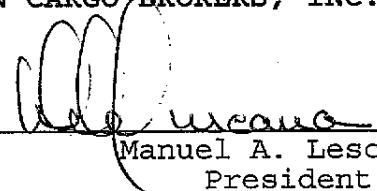
Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Lion Cargo Brokers, Inc. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has only one class of capital stock outstanding and the Corporation's sole shareholder duly adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by written consent on June 8, 1998, pursuant to Section 607.0704 of the Florida Business Corporation Act.

**LION CARGO BROKERS, INC.**

By: \_\_\_\_\_

  
Manuel A. Lescano,  
President