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January 31, 1997

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Honorable Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Mr. Secretary of State:

Enclosed is original and one copy of Articles of Incorporation of

UNITED CARGO SERVICES, INC.

Also enclosed is a check in the amount of fee to cover charter
tax, filing fee, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

Julio L. Ortega
6020 S.W. 93 Court
Miami, FL 33173

Encls.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 FEB-4 PM 12:14

cf 2/4/97

ARTICLES OF INCORPORATION
OF

UNITED CARGO SERVICES, INC.

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DIVISION OF CORPORATIONS
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Article I - Name

The name of this corporation is:

UNITED CARGO SERVICES, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation may engage in any activity of business permitted under the laws of the United States of America and of the State of Florida.

- a) To export and import merchandise.
- b) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other States, districts, territories, countries, or colonies.
- c) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- d) In general, to carry on any other business in connection with the foregoing, and to have exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinabove set forth to the same extent as natural persons might or could do, subject only to the limitations of law.

Article IV - Capital Stock

This corporation is authorized to issue 600 shares of ten dollar and no cents (\$1.00) par value common stock.

Article V - Preferences, Limitations and Relative Rights of Shares of Capital Stock.

Section 1. Rights upon Liquidation or Disolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided bylaw, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent.

The street address of the initial registered office and principal office of this corporation is:

6020 S.W, 93 Court
Miami, Florida 33173

Other offices for the transaction of business may be located wherever the Director may deem necessary or expedient. The name of the initial registered resident agent of this corporation at this address is:

Julio L. Ortega

Article VIII - Initial Board of Directors.

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Julio L. Ortega
6020 S.W. 93 Court
Miami, Florida 33173

Article IX - Incorporator.

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

Julio L. Ortega
6020 S.W. 93 Court. Miami, Fl 33173

Article X - Bylaws.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Approval of Shareholders Required for Merger.

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

Article XII. Indemnification.

The corporation shall indemnify any officer or director, to the full extent permitted by law.

Article XIII - Amendment.


This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 29 of January of 1997.


Subscriber

STATE OF FLORIDA)
COUNTY OF DADE) ss




ARQUIMIDES PUIG
COMMISSION # CC 546248
EXPIRES MAY 12, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared:

The foregoing instruments is acknowledged before me this _____ 1997 by Julio L. Ortega as the person who executed this article of incorporation, and acknowledge before me that he executed the same document for the purpose therein expressed and who did take and oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29 day of January, 1997.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED:

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

First, that Julio L. Ortega

desiring to organize or qualify under the laws of the State of
Florida, with its principal place of business at City of Fort
Lauderdale, State of Florida,

has named Julio L. Ortega
located at 6020 S.W. 93 Court
City of Miami
State of Florida

as its agent to accept services of process within Florida.

SIGNATURE
TITLE
DATE

J. Ortega
President
1/29/97

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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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 the capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.

SIGNATURE
DATE

J. Ortega
1/29/97