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AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

CORAL GABLES, FL 33134 - (305) 445-2700

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97 FEB 27 11:15

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. COLER OCEAN INDEPENDENT LINES CO.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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Certified Copy

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Certificate of Status

NEW FILINGS

<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/
QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

2-28-97

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Frank N. Guedes
Raul Alva

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board



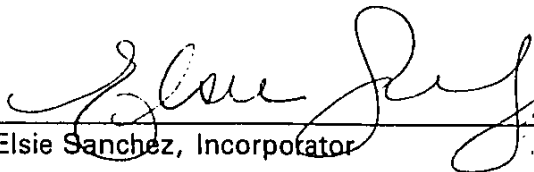
of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

ARTICLE 17 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,
this FEB 26 1997.



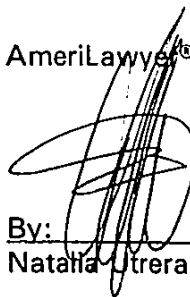
Elsie Sanchez, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

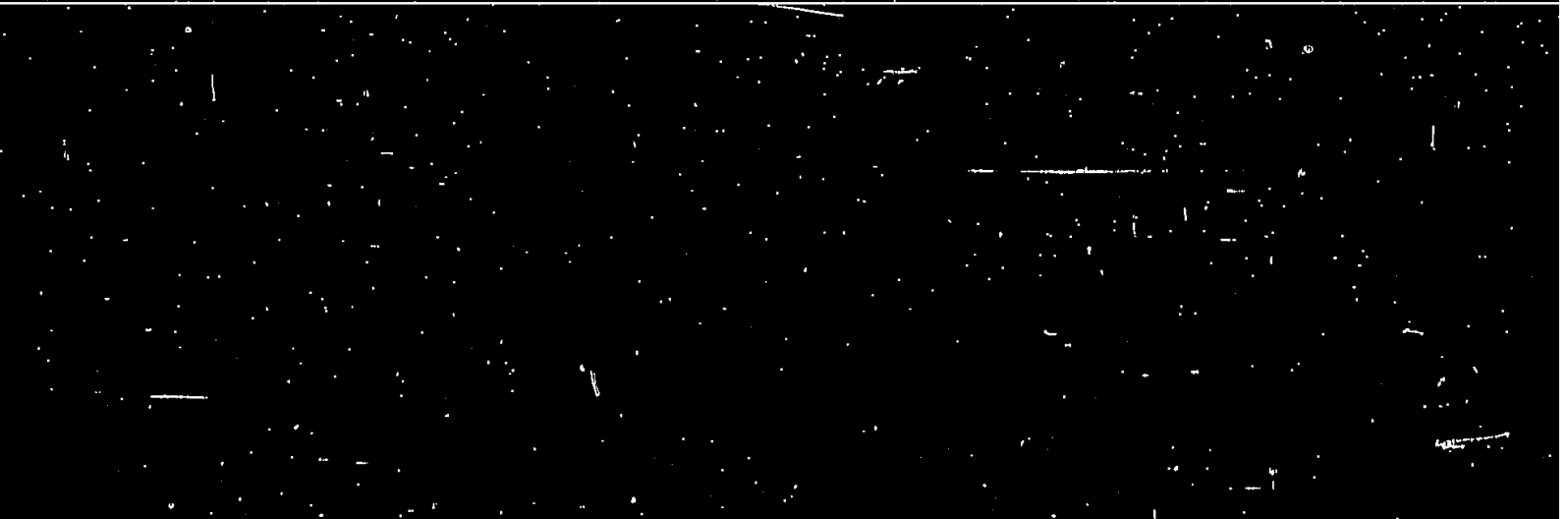
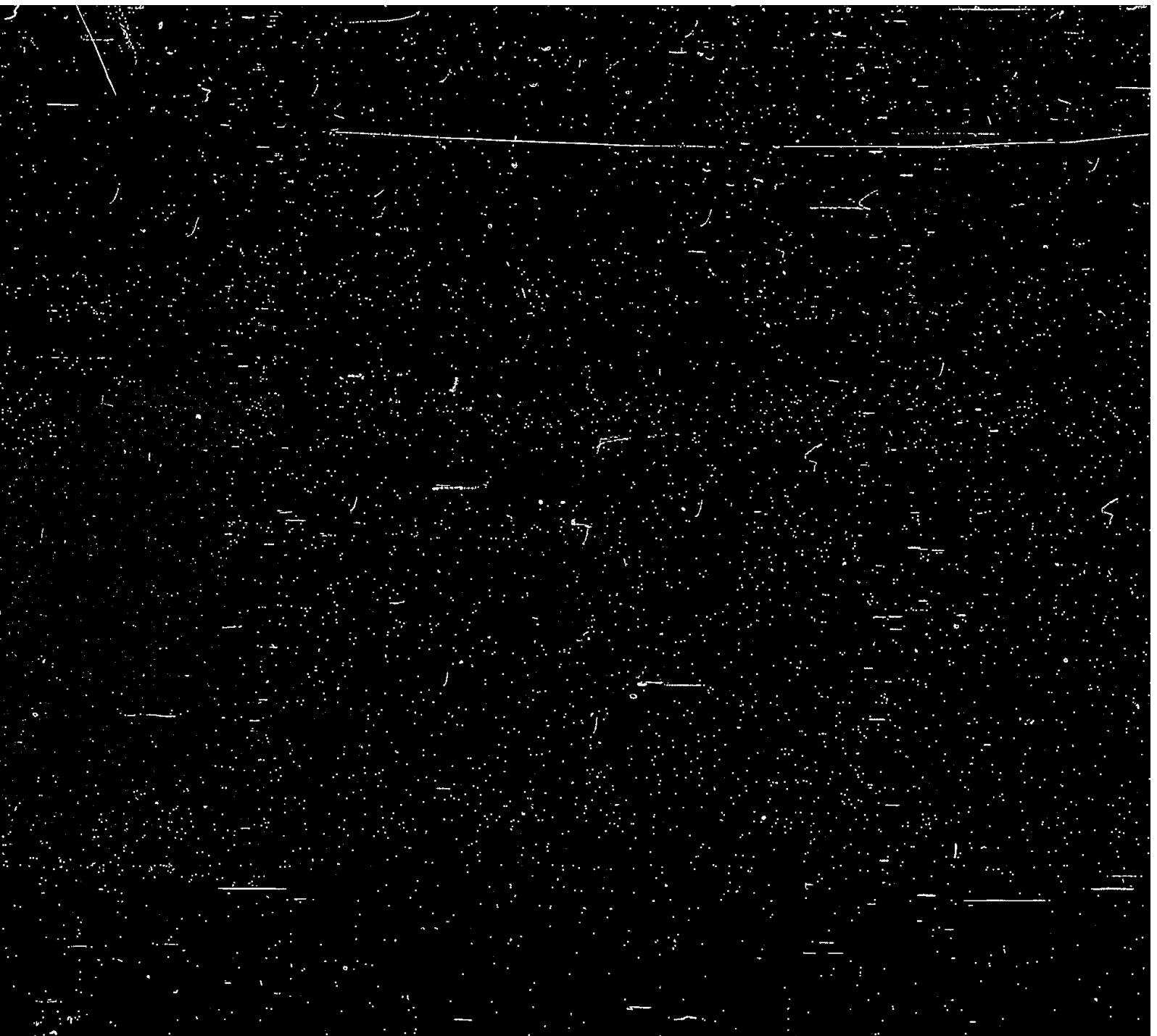
AmeriLawyer® Chartered, having a business office identical with the registered
office of the Corporation name above, and having been designated as the Registered
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts
the obligations of the position of Registered Agent under the applicable provisions of
the Florida Statutes.

AmeriLawyer® Chartered



By: _____
Natalia Utrera, Vice President







FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

F. KEMI OGUNTEBI
110 N. ARMENIA AVENUE
SUITE A
TAMPA, FL 33609

SUBJECT: UGALAND, INC.
Ref. Number: W97000003269

We have received your document for UGALAND, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

Please provide an English translation for the entity's name in your cover letter.

You must list at least one incorporator with a complete business street address.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 297A00006934

F. Kemi Oguntebi

Attorney at Law
Bankruptcy, Contracts, Divorce, Immigration, General Civil Law
110 N. Armenia Ave. Suite A Tampa, FL 33609
(813) 254-4623

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TALL.

February 18, 1997

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

RE: Ugaland, Inc.
Dear Ms. Hyman:

Enclosed please find the proposed Articles of Incorporation for Ugaland, Inc. In response to your letter of 2/10/97, regarding the meaning of Ugaland, "Uga" is a name of a place and land means land.

Sincerely,

F. Kemi Oguntebi

F. Kemi Oguntebi, Esquire

FO/kj
Christian Nwoye



No Translation

ARTICLES OF INCORPORATION OF UGALAND INC.

The undersigned for the purpose of forming a corporation under the Florida General Corporation Act hereby adopts the following articles of incorporation.

ARTICLE ONE
NAME

The name of the corporation is UGALAND, INC.

ARTICLE TWO
PRINCIPLE OFFICE

The street address of the initial principal office of the corporation is 7504 West Riverchase Drive, Temple Terrace, Florida 33637.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSES

The objects for which the Company is established are:

1. To carry on all or any of the businesses of Building materials, motor vehicles and electrical equipment, assemble plants, sales and distribution of motor vehicles, electrical equipment, assembled electronics and related spare parts, workshop for servicing of motor vehicles and electrical equipment, assembled electronics and related spare parts, importation and exportation of general merchandise, sea and air clearing and forwarding agency, transportation of all kinds of commodities, establishments or manufacturing and industrial concerns, hotel and estate management establishments, general civil engineering works, printing and publishing trade, insurance agency and general distributive trade.
2. To carry on pharmaceutical business. To distribute, supply, service and maintain scientific, hospital, laboratory, educational and office equipment.
3. To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
4. To do such other things as are incidental to the above or necessary or desirable in order to accomplish the above.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000 all of which shall be common stock with par value of \$1.00. The shares of this

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Corporation may at any time be increased or decreased as provided by the laws of Florida.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The name and street address of the initial registered office of the corporation is 110 North Armenia Avenue, Tampa, Florida 33609, and the name of its initial registered agent at such address is Fehintola Oguntebi.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of director is one. The name and address of each person who is to serve as a member of the initial board of directors is:

Christian Nwoye,
7504 West Riverchase Drive,
Temple Terrace, FL 33637.

ARTICLE EIGHT
INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation is:

Christian Nwoye
c/o F & B Drugs
1702 N. Nebraska Avenue
Tampa, Fl. 33602

The undersigned incorporator has executed this Articles of Incorporation this 3rd day of March, 1997.

Christian R. Nwoye
Christian R. Nwoye

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

3/3/97
Date

Fehintola Oguntebi
Fehintola Oguntebi