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VICTOR H. DEL CASTILLO
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February 25, 1997

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*****70.00 *****70.00

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

Re: Filing of a New Corporation

Sirs:

Please find enclosed the Articles of Incorporation of Adams Independant Lines, Inc., a new corporation being formed. Enclosed is a Check for \$ 70.00 for the filing fee.

If you have any question please contact the undersigned.

Thank you for your kind cooperation.

Sincerely



Victor H. Del Castillo

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
ADAMS INDEPENDENT LINES, INC.

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ARTICLE I - NAME

The name of the corporation is ADAMS INDEPENDENT LINES, INC., with principal office at 6918 N.W. 51 Street, Miami, FL 33166.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5000 shares of common stock with a par value of \$0.10.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, 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 shall have the right to purchase his prorata 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 of this corporation is 6918 N.W. 51 Street, Miami, Florida 33166, and the name of the initial registered agent of this corporation, at that address, is Victor Del Castillo.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS/ INCORPORATORS

This corporation shall have two directors initially. The number of directors may be increased from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

| NAME & TITLE | ADDRESS |
|------------------------------------|--------------------------------------|
| Victor G. Del Castillo, President | 6918 N.W. 51 Street, Miami, FL 33166 |
| Juan Carlos Freyre, Vice-President | 6918 N.W. 51 Street, Miami, FL 33166 |

ARTICLE IX - BY LAWS

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

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set opposite his name:

| NAME | NUMBER OF SHARES |
|------------------------|---------------------|
| Victor G. Del Castillo | 3,000 Common Shares |
| Juan Carlos Freyre | 2,000 Common Shares |

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XI - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than \$500.00.

ARTICLE XII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIII - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida.

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation.

ARTICLE XV - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any directors from office during his term.

ARTICLE XVI - LIMITATION ON POWERS OF COMMITTEES

In addition to other limitations, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVII - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote, all of the directors present, or, if a director or directors have abstained from voting, shall be the at the Board of Directors.

ARTICLE XVIII - MEETING BY TELEPHONE CONFERENCE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of telephone conference as provided by law, but regular meetings of the Board of directors must be attended in fact in person by each director.

ARTICLE XIX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Article of incorporation.

ARTICLE XX - INDEMNIFICATION

This incorporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXI - 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 Incorporator has executed these Articles of Incorporation this 25 day of February, 1997.

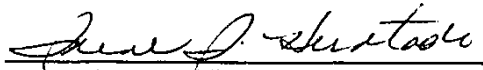


Victor Del Castillo

STATE OF FLORIDA) SS:
COUNTY OF DADE)

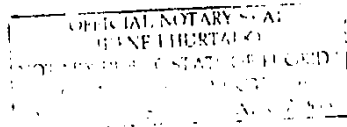
BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared Victor Del Castillo, known to me to be the person described herein and who executed the foregoing Articles of Incorporation and that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25 day of February, 1997.



Notary Public, State of Florida

My Commission expires:



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STATEMENT OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
ADAMS INDEPENDENT LINES, INC.

The undersigned does hereby accept his appointment of and designation as Registered Agent for service of process within the State of Florida of the proposed corporation named in the above Certificate, and does hereby further state that he may be found as Registered Agent for service of process upon said proposed corporation at the address set forth in Paragraph 2 of the aforesaid Certificate. The undersigned Registered Agent does also accept the obligations imposed on such Registered Agent.

IN WITNESS WHEREOF, Victor Del Castillo as said Registered Agent has caused this statement to be signed on 27 February 1997.



Victor Del Castillo
Registered Agent