

Law Offices of
THOMAS G. SHERMAN, P.A.
218 ALMERIA AVENUE
CORAL GABLES, FLORIDA 33134

Telephone (305) 448-5898

Telefax (305) 445-4458

March 3, 1997

200002103112--7
-03/04/97-01072-014
****122.50 ****122.50

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: VIACARGO INTERNATIONAL, INC.

To Whom It may Concern:

EFFECTIVE DATE
8-27-97

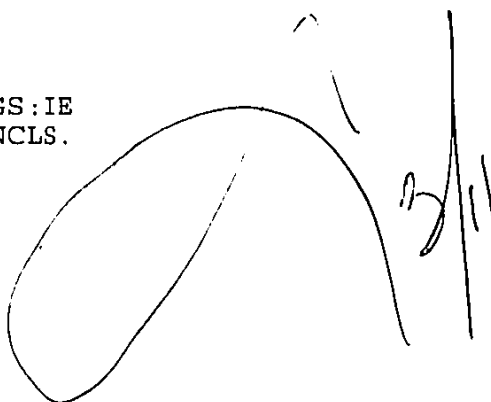
In reference to the above captioned, enclosed is an original and one copy of the Articles of Incorporation for filing. Also enclosed is a check in the sum of \$122.50 to cover your fee for same. Please forward a copy of the filed Articles of this corporation to the undersigned at your earliest convenience.

Thank you for your attention to this matter. Should you have any questions regarding the foregoing, please contact me.

Sincerely,

THOMAS G. SHERMAN

TGS:IE
ENCLS.



FILED
97 MAR -4 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

ViaCargo International, Inc.

EFFECTIVE DATE
2-27-97

The undersigned incorporator for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

- FIRST:** The name of the Corporation is ViaCargo International, Inc. (the "Corporation").
- SECOND:** The principal office address and mailing address of the Corporation is 7342 SW 106 Court, Miami, Florida 33173.
- THIRD:** The corporation is authorized to issues 1,000 shares of common stock, par value \$.00 per share.
- FOURTH:** The street address of the initial registered office of the Corporation is: Sherman & Castro, Thomas G. Sherman, Esquire, 218 Almeria Avenue, Coral Gables, Florida 33134.
- FIFTH:** The name and address of the incorporator of the Corporation is: Thomas G. Sherman, 218 Almeria Avenue, Coral Gables, Florida 33134.
- SIXTH:** The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- SEVENTH:** The Corporation shall have four directors initially and the number of directors may be increased or diminished from time to time as provided in the By-Laws but shall never be less than one. The name and address of the initial director of the Corporation is:

Thomas G. Sherman
10185 Collins Avenue, Suite 512
Bal Harbour, Florida 33154

Silma Sherman
10185 Collins Avenue, Suite 512
Bal Harbour, Florida 33154

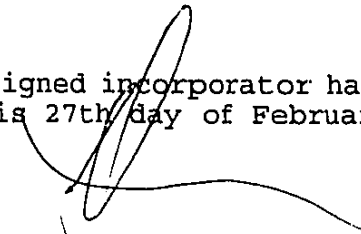
Ricardo J. Elizondo
7342 SW 106 Court
Miami, Florida 33173

Ivette Elizondo
7342 SW 106 Court
Miami, Florida 33173

FILED
97 MAR -4 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- EIGHTH:** The Corporation expressly elects not to be governed by Section 607.09011 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.
- NINTH:** The Corporation expressly elects not to be governed by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.
- TENTH:** The corporate existence of the Corporation shall commence on February 27, 1997.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 1997.



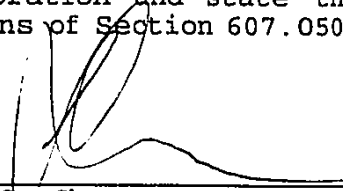
Thomas G. Sherman, Esq. Incorporator

ACCEPTANCE OF APPOINTMENT

OF

REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.



Thomas G. Sherman, Esq.

FILED
97 MAR -4 PM 2:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA