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KEITH T. GRUMER
MICHAEL D. LEVIN

AVENTURA OFFICE
BY APPOINTMENT:

20801 BISCAYNE BOULEVARD
SUITE 420
AVENTURA, FLORIDA 33180

March 27, 1997

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

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-03/31/97--01066--005
****122.50 ****122.50

Re: Advanced Transportation Solutions, Inc.

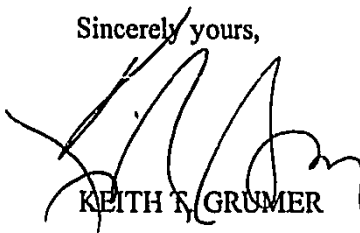
Dear Sirs:

Enclosed with this letter is an original and one copy of the Articles of Incorporation for Advanced Transportation Solutions, Inc. to be filed with the Division of Corporations, together with the check representing the filing fee of \$122.50.

Please stamp/certify the copy of the Articles and return it to this office in the enclosed self addressed stamped envelope.

Thank you for your courtesy and cooperation to this matter. Should you have any further questions or comments, please do not hesitate to contact me. I remain,

Sincerely yours,


KEITH T. GRUMER

KTG:kag

Enclosures: Articles of Incorporation,
Check, Envelope

APR 11 1997

BSB

FILED
97 MAR 31 PM 2:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ADVANCED TRANSPORTATION SOLUTIONS, INC.

FILED
97 MAR 31 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Corporation

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I
CORPORATE NAME

The name of the corporation is:

ADVANCED TRANSPORTATION SOLUTIONS, INC.

A Florida Corporation

ARTICLE II
CORPORATION'S PRINCIPAL OFFICE AND MAILING ADDRESS

ADVANCED TRANSPORTATION SOLUTIONS, INC., a Florida corporation shall have its corporate office at One East Broward Boulevard, Suite 1705, Ft. Lauderdale, Florida 33301 and the same address shall serve as its mailing address.

ARTICLE III
NATURE OF CORPORATE BUSINESS

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 10,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE V
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE VI
EXISTENCE**

The Corporation shall have a perpetual existence, unless sooner dissolved according to the law.

**ARTICLE VII
INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

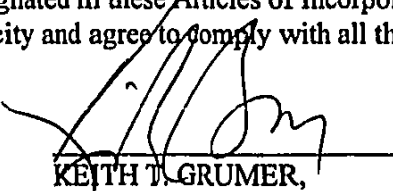
The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: KEITH T. GRUMER, ESQ.

INITIAL REGISTERED OFFICE: ONE EAST BROWARD BOULEVARD
SUITE 1705
FT. LAUDERDALE, FLORIDA 33301

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on behalf of the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



KEITH T. GRUMER,
REGISTERED AGENT

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the Initial Board of Directors of the Corporation is two. The number of Directors may be increased or decreased from time to time, by the By-Laws adopted by the Shareholders, but shall never be less than one (1) nor more than seven (7).

**ARTICLE IX
INITIAL DIRECTORS**

The name and address of the member(s) of the Initial Board of Directors are:

JORGE E. AZOR
One East Broward Boulevard, Suite 1705
Ft. Lauderdale, Florida 33301

EXZUN HIDALGO
One East Broward Boulevard, Suite 1705
Ft. Lauderdale, Florida 33301

**ARTICLE X
CUMULATIVE VOTING FOR DIRECTORS**

At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of Directors with respect to his shares of stock multiplied by the number of Directors to be elected, and he may cast all such votes for a singular Director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

**ARTICLE XI
INCORPORATOR**

The name and address of the Incorporator executing these Articles of Incorporation is:

JORGE E. AZOR
One East Broward Boulevard, Suite 1705
Ft. Lauderdale, Florida 33301

**ARTICLE XII
AMENDMENT OF ARTICLES**

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, I, the Incorporator, have executed these Articles of Incorporation this 27th day of March, 1997.

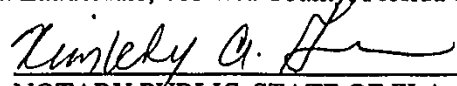


JORGE E. AZOR

STATE OF FLORIDA :
:SS
COUNTY OF BROWARD :

BEFORE ME, the undersigned authority, an Officer duly qualified to administer oaths and take acknowledgments in the State and County aforesaid, personally appeared JORGE E. AZOR to be the Incorporator described herein and who executed the foregoing Articles of Incorporation, and he duly acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and Official Seal in Ft. Lauderdale, Broward County, Florida this 27th day of March, 1997.



NOTARY PUBLIC, STATE OF FLA.

My Commission Expires:

