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Miami, June 10, 1997

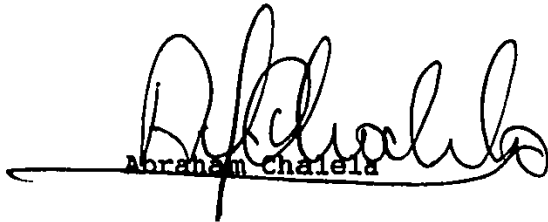
Division of Corporations
P.O. Box 6327
Tallahassee, Fla. 32314

Attn: Secretary of State

Enclosed please find the original and one copy of the
Articles of Incorporation of Save Freight Forwarders, Inc
along with a check for \$70.00 covering the filling fees

The processing of this document will be appreciated

Thank you,


Abraham Chalela

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 6/13/97

ARTICLES OF INCORPORATION

OF

SAVE FREIGHT FORWARDERS, INC

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms the following corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is , Save Freight Forwarders, Inc and its address is 8514 N.W 66 St, Miami Florida 33166.

ARTICLE II

PURPOSE

This corporation is organized to engage in any and all lawful business activity permitted under the laws of the State of Florida.

ARTICLE III

CAPITAL AND STOCK

The maximum number of shares of stock which this corporation is authorizes to issue is one hundred (100) shares with no par value. Said shares of stock may be issued only for a consideration having a fair value as many be determined by the Board of Directors.

ARTICLE IV

TERMS OF EXISTENCE

This corporation it to exist perpetually from the date these Articles are filled with the Department of State, subject to the laws of the State of Florida.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial Registered Agent and the street address of the initial registered office of this corporation shall be: Abraham Chalela 8514 N.W 66 St Miami Florida 33166.

ARTICLE VI

DIRECTORS

This corporation shall have one (2) director initially. The number of directors may be changed from time to time in accordance with the by-laws adopted by the directors, but the number shall never be less than one (1). The name and street address of the initial directors are:

Abraham Chalela
15541 S.W 115 Terrace
Miami, Florida 33166

Yuliet Chalela
15541 S.W 115 Terrace
Miami, Florida 33166

ARTICLE VII

INCORPORATORS

The name and address of the incorporator is:

Abraham Chalela
8514 N.W 66 St
Miami, Florida 33166

ARTICLE VIII

PRE-EMPTIVE RIGHTS

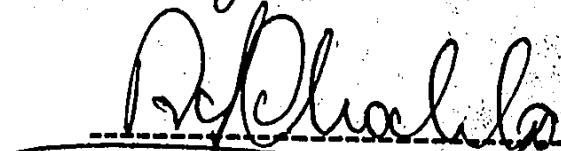
Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which already holds, shall have the right to purchase his prorate share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered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

ARTICLE IX

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at stockholder's meeting by at least a majority of the stock entitled to vote, unless of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

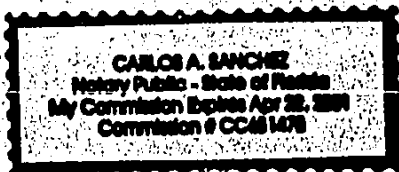
IN WITNESS WHEREOF, the undersigned incorporator has
hereunto set his hand and seal this 10 day of June, 1997

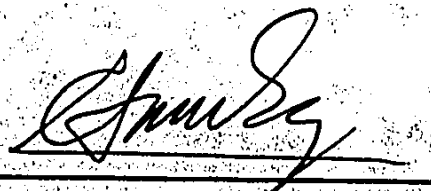

Abraham Chalela

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY on this day, before me, an officer duly
authorized in the State and County aforesaid to take
acknowledgment, personally appeared Abraham Chalela
to me know to be the person described in and who execute the
foregoing instrument and acknowledged before me that execute the
same.

WITNESS my hand and official seal in the County and State
last aforesaid this 10 day of June, 1997





Notary Public at Large
State of Florida

My Commission Expires

Acceptance by Registered Agent

Having been named to accept service of process for the above named corporation, at the designated in these Articles, I hereby accept this appointment and degree to comply with the provision of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA