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NAME: XPRESS FREIGHT & SHIPPING, INC.
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ARTICLES OF INCORPORATION

XPRESS FREIGHT & SHIPPING, INC.

FILED
97 JUN 16 AM 11:07
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is **XPRESS FREIGHT & SHIPPING, INC.**, and the address is 5515 N.W. 72nd Avenue, Miami, Florida 33166.

ARTICLE II - DURATION

The corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of establishing an export/freight forwarding enterprise for profit. Furthermore, the above corporation is organized to conduct any and all other lawfully related business.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued thereof, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed

Document prepared by:
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Fl. Bar No. 402222
8603 South Dixie Highway, Suite 208
Miami, Florida 33143
Tel: (305) 284-8000

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for the corporation. Shares may not be issued until the full amount of the consideration thereof, has been paid. Thereafter, such shares shall be deemed to be fully paid and non assessable.

ARTICLE V - BOARD OF DIRECTORS

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors. Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders. The corporation shall have two (2) directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation. The names and street addresses of the initial Director who shall hold office until his successor(s), who shall be chosen at the first meeting of stockholders as qualified shall be:

NAME	ADDRESS
Winston Young	5515 N.W. 72nd Avenue, Miami, Florida 33166
Navarro Pitters	5515 N.W. 72nd Avenue, Miami, Florida 33166

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent permitted by law.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders if the shareholders provide that such By-Laws shall not be altered, amended or repealed by the Board of Directors.

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ARTICLE VIII - AMENDMENT

The 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.

ARTICLE IX - INCORPORATOR

The name and address of the subscribers to these Articles of Incorporation is Winston Young and Navarro Pitters, whose address is 5515 N.W. 72nd Avenue, Miami, Florida 33166.

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the corporation is 8603 South Dixie Highway, Suite 208, Miami, Florida 33143 and the name of the initial registered agent at that address is Peter S. Heller, Esq.

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incorporation on this _____ day of May, 1997



Navarro Pitters

STATE OF)
) ss
COUNTY OF)

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and acknowledgments, personally appeared Navarro Pitters, who, after being duly sworn, and who produced _____ as identification, or who is personally known to me, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein intended.

Sworn to and subscribed before me this _____ day of May, 1997.

NOTARY PUBLIC:

(Sign)

(Print)

My Commission Expires:

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