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CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: XPRESS FREIGHT & SHIPPING, INC.

AUDIT NUMBER.....H97000009835

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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TALLAHASSEE, FLORIDA

1.6/20/97

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**ARTICLES OF INCORPORATION**

**XPRESS FREIGHT & SHIPPING, INC.**

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

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TALLAHASSEE, 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:  
Peter S. Heller, Esq.  
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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**CERTIFICATE OF REGISTERED AGENT**

**XPRESS FREIGHT & SHIPPING, INC.**

Pursuant to Florida Statutes Chapters 48 and 607, the following is submitted:

The above corporation, desiring to organize under the Laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation, at 8603 South Dixie Highway, Suite 208, Miami, Florida 33143, has named Peter S. Heller, Esq., located at the aforesaid address, as its Registered Agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the abovestated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

BY:

*[Signature]*

Peter S. Heller, Esq.

STATE OF FLORIDA )  
 ) ss  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, an officer duly authorized to administer oaths and acknowledgments, personally appeared Winston Young and Navarro Pitters, who, after being duly sworn, and who produced \_\_\_\_\_ as identification, or who is personally known to me, executed the foregoing Certificate of Registered Agent 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 13 day of <sup>JUNE</sup>~~May~~, 1997.

NOTARY PUBLIC:

*Walter D. Hanford*  
(Sign)

(Name)

My Commission Expires:



WALTER D HANFORD  
My Commission CC300288  
Expires Aug. 17, 1997  
Bonded by HAI  
\$200,000.00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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