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6/26/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

FAX #: (305)716-0346

NAME: UNION INTERNATIONAL EXPRESS INC.
AUDIT NUMBER.....H97000010592
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF

UNION INTERNATIONAL EXPRESS INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: UNION INTERNATIONAL EXPRESS INC.

The principal place of business of this corporation shall be:

5523 N.W. 72nd Ave. Miami, FL 33166

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares \$ 1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Carlos Artavia San Jose, Costa Rica Alajuela, Costa Rica
Juan Carlos Obando San Jose Costa Rica Alajuela, Costa Rica
Jose Luis Arguello Alajuela Costa Rica, Alajuela
Alvaro Cadet Alajuela Costa Rica, Alajuela
Gonzalo Artavia Heredia, Costa Rica

Prepared by: Carlos Artavia
5523 N.W. 72nd Ave.
Miami, FL 33166
(305) 551-3972

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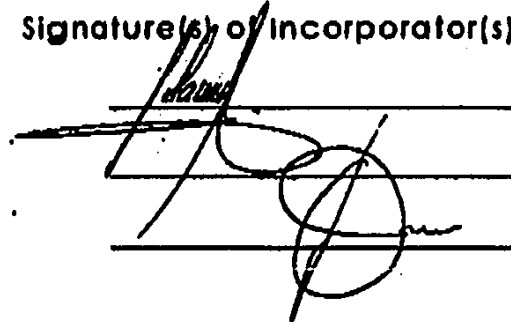
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Carlos Artavia/Jose Luis Arguello
5523 NW 72nd Ave.
Miami, FL 33166

IN WITNESS WHEREOF, the undersigned Incorporator(s) has(have) executed these Articles of Incorporation this 26th day of June, 1997.

Signature(s) of Incorporator(s)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

UNION INTERNATIONAL EXPRESS INC.

2. The name and address of the registered agent and office is:

Mauricio Onate

(P.O. BOX NOT ACCEPTABLE)

9440 West Falgler St. Apt 103 Miami, FL 33174

(CITY/STATE/ZIP)

SIGNATURE 

TITLE Director

DATE 06/26/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 

DATE 6/26/97

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