

W. RODGERS MOORE, P.A.

ATTORNEY AT LAW

4800 N. FEDERAL HIGHWAY
SUITE 210-A
BOCA RATON, FLORIDA 33431

(561) 394-7910
FAX TELECOPIER
(561) 393-6541

MAILING ADDRESS:
P.O. Box 7073
BOCA RATON, FLORIDA 33431

DIRECT DIAL:
(561) 394-7944

P970000062349

July 11, 1997

Secretary of State
409 E. Gaines St.
Tallahassee, Florida 32314
Attn: Filing Dept.

700002240357--3

-07/17/97--01049-006

****122.50 ****122.50

Re: Mercury Freight Corporation

Gentlemen:


Enclosed and filed herewith are the original and one copy of the Articles of Incorporation for the above captioned company.

Please acknowledge receipt on the enclosed copy and return it to me in the enclosed self-addressed, pre-paid envelope provided, together with the notice of document number.

Also enclosed is our check in the amount of \$122.50 as the required fee for filing and certification.

Very truly yours,

W. RODGERS MOORE, P.A.

By: 
W. Rodgers Moore, Esquire

WRM/dmc
Enclosures

Platfile\mrcasec.state

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 17 AM 10:29

RP
7-18-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 17 AM 10:29

ARTICLES OF INCORPORATION
OF
Mercury Freight Corporation

ARTICLE I
NAME

The name of this corporation is: Mercury Freight Corporation.
The principal address is: 21870 Rainberry Park Circle, Boca Raton,
Florida, 33428.

ARTICLE II
PURPOSE

To engage in any activity or business permitted under the laws
of the United States and the State of Florida.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of
common stock, par value shall be \$0.001 per share.

The common stock of the corporation shall have the
following characteristics:

- (a) At all meetings of the stockholders, the voting common
stockholders shall be entitled to cast one (1) vote for
each share of common stock owned. That a voting common
stockholder is interested in a matter to be voted upon
shall not disqualify him from voting thereon.
- (b) Except as otherwise provided by law, the entire voting
power for the election of the directors and for all other
purposes shall be vested exclusively in the holders of
the outstanding voting common stock.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is 4800 N. Federal Highway, Suite 210-A, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation is W. Rodgers Moore. The Board of Directors may, from time to time, change the street and post office address of the corporation as well as the location of its principal office.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws but shall never be less than one (1). The name and address of the initial director of this corporation is:

James Platis	21870 Rainberry Park Circle
	Boca Raton, Fl. 33428

ARTICLE VII
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided by law. The approval of holders of a majority of the shares of voting common stock shall be required for any amendment or repeal.

ARTICLE VIII
CLASS VOTE

Any merger, reorganization, consolidation, recapitalization or dissolution of the Corporation shall require the approval of holders of a majority of the shares of voting common stock.

ARTICLE IX
INCORPORATOR

The name and street address of the person signing these Articles is W. Rodgers Moore, Esquire, 4800 N. Federal Highway, Suite 210-A Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned subscriber and registered agent has executed these Articles of Incorporation as of this 12th day of July, 1997.



Subscriber and Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of July, 1997 by W. Rodgers Moore, who is personally known to me or who has produced his Driver's License as identification and who did (did not) take an oath.

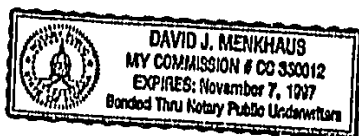


Notary Public

David J. Menkhaus

(Print Name)

My Commission Expires:



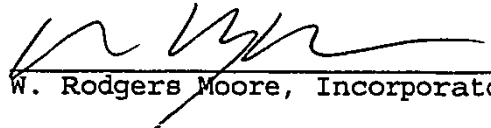
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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 is:


Mercury Freight Corporation

2. The name and address of the registered agent and office is: W. Rodgers Moore, 4800 N. Federal Highway, Suite 210A, Boca Raton, Florida, 33431.


W. Rodgers Moore, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: July 12, 1997


W. Rodgers Moore,
Registered Agent

platis\mercant, inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 17 AM 10:29