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7/18/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
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NAME: RACE LOGISTICS INTERNATIONAL, INC.

AUDIT NUMBER.....H97000011763

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

CERT. OF STATUS..0

PAGES..... 1

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ARTICLES OF INCORPORATION

Article 1: Name of Corporation RAGE LOGISTICS INTERNATIONAL, INC.
Address of Corporation 5730 SOUTHWEST 74th STREET SUITE 700
MIAMI, FLORIDA 33143

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 1,000, with a par value of \$1.00. (PAR VALUE is NOT REQUIRED).

Article 3: REGISTERED AGENT ROBERT W. BLANK
and 5730 SOUTHWEST 74th ST. #700
REGISTERED OFFICE: MIAMI, FLORIDA 33143

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation

 7/18/97
Signature of Registered Agent Date

Article 4: The Board of Directors are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, sec/treasurer
1. CARLOS CHUMAN c/o BLANK & GRIBOWSKI
5730 SOUTHWEST 7th STREET SUITE 700
MIAMI, FLORIDA 33143

Article 5: The Name and Address of the INCORPORATOR is:

ROBERT W. BLANK
5730 SOUTHWEST 74th STREET SUITE 700
MIAMI, FLORIDA 33143

In witness whereof I have subscribed my name


Signature of Incorporator

ROBERT W. BLANK

H97-11763

Prepared by:

ACE INDUSTRIES, INC.
64 NW 11th Street
Miami, FL 33130
305-350-2571