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CERTIFICATE OF INCORPORATION

OF

TRANSPORTES ZULIA, CORP.

Elcy Correa
15311 S.W. 108 Terrace
Miami, FL 33196

AUG 26

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FILED
97 AUG 21 AM 10:17
STATE OF FLORIDA
TALLAHASSEE

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**CERTIFICATE OF INCORPORATION
OF
TRANSPORTES ZULIA, CORP.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, in order to form a corporation under a pursuant to, the provisions of the Laws of the State of Florida for the purposes hereafter set forth, hereby subscribe to this Certificate of Incorporation.

ARTICLE ONE

NAME OF CORPORATION

The name of the proposed corporation shall be:

TRANSPORTES ZULIA, CORP.

ARTICLE TWO

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be any activity permitted under the laws of the Unites States and the State of Florida.

ARTICLE THREE

CAPITAL STOCK

The maximum number of share of stock that the corporation is authorized to have outstanding at any one time is : 1000 shares of stock which shall be common stock of \$1.00 par value per share.

ARTICLE FOUR
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00

ARTICLE FIVE
TERM OF EXISTENCE

This corporation shall have perpetually existence.

ARTICLE SIX
PRINCIPAL PLACE OF BUSINESS

The initial street address in this state of the principal office of this corporation is 2754 NW. North river Drive, Miami, Fl. 33142. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE SEVEN
DIRECTORS

The business of the corporation shall be managed by a Board of Directors. It shall have initially three (3) directors. The number of Directors, not less than one, shall be fixed by resolution of the stockholders at any regular or special meeting, subject to the manner of holding such meeting prescribed by - laws.

ARTICLE EIGHT
INITIAL DIRECTORS

The name and street of the member(s) of the first Board of Director(s) is:

<u>Jorge E. Velasquez</u>	2754 NW. North River Drive. Miami, Fl. 33142
President	
<u>Mauro Careto</u>	2754 NW. North River Drive. Miami, Fl 33142
Vice President & Secretary	
<u>Enoc Martinez</u>	2754 NW. North River Drive. Miami, Fl 33142
Vice President & Treasurer	

ARTICLE NINE
INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the incorporator is 2754 NW. North River Drive, Miami, fl. 33142

ARTICLE TEN
STOCKHOLDERS

The stockholders of this Corporation shall be:

Mauro Careto	333	Shares
Enoc Martinez	333	Shares
Jorge E. Velasquez	334	Shares

ARTICLE ELEVEN
REGISTERED AGENT

The initial designation of the registered office of this corporation shall be 2754 NW. North River Drive, Miami, Fl. 33142.

And the registered agent shall be

JORGE E. VELASQUEZ

Pursuant to Florida Statutes Section 607.164, having been named to accept process for the above stated corporation, at the place designated in theses Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: _____


Registered Agent

ARTICLE TWELVE
AMENDMENT

This Corporation reserves the right to amend any provision of this articles of Incorporation in the manner provided by law. Any rights conferred upon shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this August 15, 1997.



JORGE E. VELASQUEZ

(STATE OF FLORIDA)

(COUNTY OF DADE)

BEFORE ME, A Notary Public, personally appeared Jorge E. Velasquez, President
executed the foregoing Articles of incorporation and stated on oath that the contents
thereof are true and correct, this August 15, 1997.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
Miami, Dade County, Florida this 15 day of August, 1997.

Carmen Menezes
Notary Public-State of Florida



Carmen Menezes
My Commission CC594153
Expires Oct. 17, 2000

My commissions expires: Oct. 17, 2000

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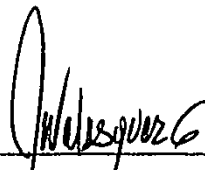
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 : **TRANSPORTES ZULIA, CORP.**
2. The name and address of the registered agent and office is 2754 NW. North River Drive, Miami, Fl. 33142.

SIGNATURE: _____



TITLE: President

DATE: August 15, 1997

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 AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____



DATE: _____