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9/05/97

FLORIDA DIVISION OF CORPORATIONS
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((H97000014698 9))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

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

ACCT#: 071001002335
FAX #: (305)716-0346

NAME: ARACELLY TRUCKING, INC.
AUDIT NUMBER.....H97000014698
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0
CERT. COPIES.....1

PAGES..... 3
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** ENTER 'M' FOR MENU. **

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

TO: SECRETARY OF STATE, STATE OF FLORIDA, TALLAHASSEE,
FLORIDA

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: Aracelly Trucking, Inc.

The principal place of business of this corporation shall be:

1275 West 35th Street, #8-B
Hialeah, FL 33012

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: 1000.

Prepared by: Nations Business Center, Inc.
3900 NW 79th Avenue, S-326
Miami, FL 33166
(305) 591-9448

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TALLAHASSEE, FLORIDA

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

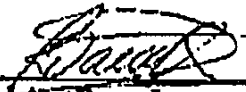
The names(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are): Rodrigo Baca

ARTICLE VI INCORPORATORS(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are): Rodrigo Baca, 955 West 32th Street, Hialeah, FL 33012.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this _____, day of _____, 1997.

Signature(s) of Incorporator(s)



Rodrigo Baca: Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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: Aracolly Trucking, Inc.
2. The name and address of the registered agent and office is:

Rodrigo Baca
1275 West 35th Street, # 8-B
Hialeah, FL 33012

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TALLAHASSEE, FLORIDA

SIGNATURE _____

TITLE: Incorporator/Registered Agent

DATE _____

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 _____