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EDUARDO E. GADEA, P.A.
Certified Public Accountant

PHONE: (305) 595-0634
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10689 NO. KENDALL DRIVE
SUITE 321
MIAMI, FLORIDA 33176

October 20, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

200002326382--3
-10/22/97--01021--004
****122.50 ****122.50

Re: NET WAY CARGO EXPRESS CORP.

Gentlemen:

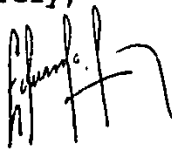
Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is a check in the amount of \$122.50 for the following fees:

Filing Fees	\$ 35.00
Certified Copies	52.50
Registered Agent Designation	35.00

Total	\$ 122.50

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Sincerely,



Eduardo E. Gadea

Enclosures

EEG/ng

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 AM 9:35

10/24/97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 AM 9:35

ARTICLES OF INCORPORATION
OF

NET WAY CARGO EXPRESS CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is NET WAY CARGO EXPRESS CORP.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Par Value Per Share	Class of Stock
500	\$1.00	Common

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

3053 N.W. 82 Avenue
Miami, Florida 33122

and the name and address of the initial registered agent of this corporation is:

Name	Address
Ranulpho A. Masiero	3053 N.W. 82 Avenue Miami, FL 33122

ARTICLE VII - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Name	Address
Ranulpho A. Masiero	3053 N.W. 82 Avenue Miami, FL 33122

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Ranulpho A. Masiero	3053 N.W. 82 Avenue Miami, FL 33122

ARTICLE X- BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

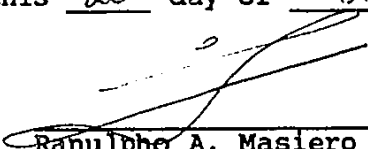
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of OCTOBER, 1997.


Ranulpho A. Masiero
Subscriber, Director, and
Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Ranulpho A. Masiero, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of October, 1997.


Notary Public, State of Florida

My commission expires:



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 22 AM 9:35

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: Net Way Cargo Express Corp.
2. The name and address of the registered agent and office is:

Ranulpho A. Masiero
3053 N.W. 82 Avenue
Miami, FL 33122




Ranulpho A. Masiero

Title: _____ Shareholder _____

Date: _____ 10-20-97 _____

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.



Ranulpho A. Masiero

Date: _____ 10-20-97 _____