

10/28/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAM: POCAPO CARGO USA, INC.

AUDIT NUMBER.....H97000017881

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

CERT. OF STATUS..0

PAGES.....4

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight OCT 28 1997

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ARTICLES OF INCORPORATION

POCAPO CARGO USA, INC.

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I NAME OF CORPORATION

The name of the corporation shall be:

POCAPO CARGO USA, INC.

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE III CAPITAL STOCK

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. 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 pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IV TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V ADDRESS OF PRINCIPAL OFFICE IN THIS STATE

The initial street address of the principal office of this Corporation in the State of Florida is: 2066 NE 155th Street, North Miami Beach, Florida 33162. The Board of Directors may from time to time move the principal office to another address in Florida.

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ARTICLE VI
NUMBER OF DIRECTORS

This Corporation shall have not less than one (1) Director.

ARTICLE VII
FIRST BOARD OF DIRECTORS

The name and street address of the initial members of the Board of Directors are:

MARISA CARILLO
12000 Biscayne Boulevard
Suite 604
Miami, Florida 33181

BERGIO MAIA
12000 Biscayne Boulevard
Suite 604
Miami, Florida 33181

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is: 189 E. Flagler St. Suite 1527, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is: DENZY THOMPSON.

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: MARISA CARILLO, 2066 N.E. 155th Street, North Miami Beach, Florida 33162.


MARISA CARILLO

Presented by: Disney D. Thompson, Esquire, Florida Bar No. 867816, Disney D. Thompson & Assoc., P.A., 160 East Flagler St., Ste 1527, Miami, Florida 33131.

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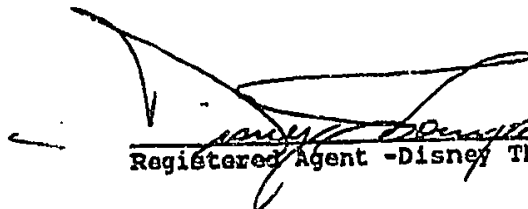
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

POCAPO CARGO USA, INC., a corporation being organized under the laws of the State of Florida, with its principal place of business: 2066 NE 155th Street, North Miami Beach, Florida 33162, has named DISNEY D. THOMPSON, located at 169 East Flagler Street Suite 1527 Miami, Florida 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.


Registered Agent - Disney Thompson

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