

P97000093262

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: COLMEX TRANSPORTATION INC
(Proposed corporate name - must include suffix)

700002332337--4
-10/29/97--01044--020
*****80.00 *****80.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ELIAS REBOLLEDO
Name (Printed or typed)

12449 BEACON TREE WAY
Address

ORLANDO FL. 32837
City, State & Zip

(407) 421-2392
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 OCT 29 AM 11:58

FILED

NOTE: Please provide the original and one copy of the articles.

me 10/30/97

ARTICLES OF INCORPORATION
OF
COLMEX TRANSPORTATION INC

FILED

97 OCT 29 AM 11: 58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this corporation is : Colmex Transportation Inc.

ARTICLE II-DURATION

This corporation is to exist perpetually. It shall commence its existence at the time of filing these Articles of Incorporation.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE IV-CAPITAL STOCK

This corporation is authorized to issue up to one hundred (100) shares of common stock with the par value of one (\$1.00) dollar per share.

Shares may be issued for such consideration as is determined from time to time by the shareholders.

This power which is hereby reserved unto stockholders by right, may and is hereby delegated, unto the Board of Directors.

The board may issue the shares of this corporation for such consideration as is determined from time to time by the board, unless and until the stockholders by affirmative action communicate to the board in writing, their decision to determine the consideration for the issuance of non-issued or sales of treasury shares. This action by stockholders will not affect prior action by the board.

The consideration for the issuance of shares or the disposal of treasury shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

Shares may not issued until the full amount of the consideration therefore have been paid.

When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V-PREEMPTIVE RIGHTS

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

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT & CORPORATE MAILING ADDRESS

The street address of the initial registered office of this corporation is 12449 Beacontree Way Orlando, FL 32837. The name of the initial registered agent of this corporation at that address is Elias Rebolledo.

ARTICLE VII INTIAL BOARD OF DIRECTORS

This corporation shall have two (1) director initially.

The number of directors may be increased or diminished from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

ARTICLE VIII-INITIAL DIRECTORS

The name and street address of each of the member of the initial board of director of this corporation is :

NAME
Elias Rebolledo

ADDRESS
12449, Beacontree Way
Orlando, FL 32837

ARTICLE IX-INDEMINIFICATION

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any claim or liability provided that no person shall be indemnified against or be reimbursed for any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties. The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for. No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise in, or are directors or officers of, such corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of the quorum at any meeting of the Board of Directors of the corporation which authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if here were not such director or officer of such other corporation or not so interested.

ARTICLE X-REMOVAL OF DIRECTORS

Any director or the entire Board of Directors may be removed, with or without cause, by the vote of the holders of a majority of shares then entitled to vote at an election of Directors, at a special meeting of shareholders, called expressly for that purpose.

ARTICLE XI-INCORPORATION

The name and street address of the subscriber of these Articles of Incorporation is

NAME

ADDRESS

Elias Rebolledo

12449, Beacontree Way
Orlando, FL 32837

ARTICLE XII-BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors. By-Laws adopted by the Board of Directors may be repealed or changed and new By-Laws may be adopted by the shareholders, and the shareholders may prescribe in any By-Laws made by them that such By-Laws shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE XIII-POWERS

This corporation shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida General Corporation Act.

All corporate powers shall be executed by, under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors.

ARTICLE XIV-AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be provided by the Board of Directors, proposed by them to the

stockholders and approved at a stockholders meeting by a majority of stockholders entitled to vote thereon.

ARTICLE XV

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of Incorporation this 27 day of October, 1997.

BEFORE ME, an authority duly authorized to take acknowledgments in **ORANGE COUNTY, ORLANDO, FLORIDA**, personally appeared, Elias Rebolledo who being duly sworn, deposes and says that he is a Subscriber to these Articles of Incorporation.

Elias Rebolledo
Elias Rebolledo

SWORN TO AND SUBSCRIBE before me this 27 day of October, 1997.

STATE OF FLORIDA
COUNTY OF ORANGE



BEVERLY C FISHER
My Commission CC498881
Expires Nov. 04, 1999

Beverly C Fisher
Notary Public, State of Florida

FILED
OCT 29 AM 11:58
SHERIFF'S OFFICE
PLAHSSEE, FLORIDA

My Commission Expires: NOV 4 1999

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this _____ day of October, 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 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

Elias Rebolledo
Signature/Registered Agent

10-27-97
Date