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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: A & R EXPRESS COURIER, INC.

AUDIT NUMBER.....H97000018654

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

CERT. OF STATUS..0

PAGES.....5

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ARTICLES OF INCORPORATION  
OF

A & R EXPRESS COURIER, INC.

We the undersigned incorporate for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities - and liabilities of incorporation for profit and subject to the following provisions.

ARTICLE I

The name of the corporation shall be:  
A & R EXPRESS COURIER, INC.

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

This corporation is organized with the purpose to engage - in the transaction of courier service, import and export service, purchasing agency and transportation in general and all other lawful activities of business permitted under the laws of the State of Florida and of the United --- States of America.

ARTICLE IV

The aggregate maximum number of shares which this corporation shall have authority to issue and have outstanding at anyone time is: One Hundred Shares at One Dollar Value.

ARTICLE V

This corporation shall begin business with no less than -- One Hundred Dollars (\$100.00).

ARTICLE VI

The post office address of the principal office of this -- corporation shall be: 454 N.W. 22nd Avenue, Suite 209, Miami Florida 33125.

Prepared By:  
Jimenez and Associates, P.A.  
(Jose C. Jimenez, B.B.A.)  
454 N.W. 22nd Avenue, Ste 209  
Miami, Florida 33125, Tel. 541-4714

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#### ARTICLE VII

The name and address of the initial Registered Office of --  
this corporation in the State of Florida is:

Ronel Blanco  
341 N.W. 109 Ave.# 7  
Miami, Florida 33172

#### ARTICLE VIII

The business of the corporation shall be managed by a Board  
of Directors. The number of Directors, no less than one, no  
more than five and shall be fixed by resolution of the ----  
stockholders at regular or special meetings, subject to the  
manner of holding such meetings prescribed by the by-laws.

#### ARTICLE IX

The name and post office address of the members of the Board  
of Directors who shall serve as members thereof, are as ----  
follows:

NAME	OFFICE	ADDRESS
Ronel Blanco	President	341 N.W. 109 Ave.# 7 Miami, Florida 33172
Indira Garcia	Secretary	341 N.W. 109 Ave.# 7 Miami, Florida 33172

#### ARTICLE X

Distribution to incorporators is as follows:

Ronel Blanco	50 Shares	\$ 50.00 Value
Indira Garcia	50 Shares	\$ 50.00 Value

#### ARTICLE XI

Each stockholder before offering to sell or otherwise dispose  
of the stock of this corporation, owned by him first offer --  
such stock to the remaining stockholders of this corporation  
and obtaining their refusal to purchase same, proceed to sell  
at the fair market value thereof.

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ARTICLE XII

Amendments to the Articles of Incorporation, merger, consolidations or dissolution shall be approved and submitted to the stockholders for approval 100% of all votes will be necessary and thirty days notice shall be provided.

ARTICLE XIII

This corporation shall have full power to carry on and transact each or all business enumerated in Article III of this -- Articles of Incorporation. Shall have all the general and --- additional powers now conferred upon it by the laws and the -- by-laws.

IN WITNESS THEREOF, we the undersigned, have made subscribed and acknowledged these Articles of Incorporation, on this -- 3rd Day of November 1997.

Ronel Blanco  
Ronel Blanco-Incorporator

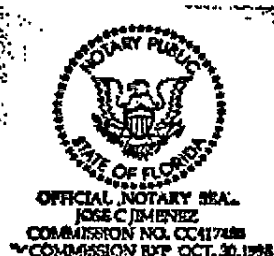
STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )

Indira Garcia  
Indira Garcia-Incorporator

Before me the undersigned authority duly authorized to administer oath and take acknowledgement, personally appeared ---  
RONEL BLANCO AND INDIRA GARCIA -----

who after first being duly sworn, executed the foregoing ---  
ARTICLES OF INCORPORATION, freely and voluntarily for the ---  
purpose therein expressed.

IN WITNESS THEREOF I have hereunto set my hand and official --  
seal at Miami, said County and State, this 3rd Day of November 1997.



Jose C. Jimenez  
NOTARY PUBLIC, State of Florida at  
Large.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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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.

The name of the Corporation is A & R EXPRESS COURIER, INC.

The name and address of the Registered Agent and office is  
Ronel Blanco 341 N.W. 109 Avenue, No. 7, Miami, Florida  
33172.

*Indira Garcia*  
Corporate Officer

Title: Secretary

Dated: November 3rd, 1997.

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certifi-  
cate, I hereby agree to act in this capacity, and further --  
agree, to comply with the provisions of all statutes relative  
to the proper and complete performance of my duties; and ---  
accept the duties and obligations of section 607.325,, Flori-  
da Statutes.

*Ronel Blanco*  
Ronel Blanco, Registered Agent,  
accepting office.

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