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TO: DIVISION OF CORPORATIONS
(850)922-4001

FAX #:

FROM: THE COMPANY CORPORATION
076660001006

ACCT#:

CONTACT: REGINA CEPHAS
PHONE: (302)575-0440
(302)575-1346

FAX #:

NAME: C & P EXPRESS CARGO CO.

AUDIT NUMBER.....H97000019012

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1997

THE COMPANY CORPORATION

SUBJECT: C & P EXPRESS CARGO CO.
REF: W97000025823

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

C & P EXPRESS CARGO CO.

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

- FIRST: The name of the corporation shall be C & P EXPRESS CARGO CO.
- SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee, FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.
- THIRD: The principal address of the corporation 6320 SW 89th Place, Miami, FL 33173.
- FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
- FIFTH: The total authorized stock of this corporation is divided into 100 shares at no par value.
- SIXTH: The number of directors constituting the initial board of director(s) is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:
- Carlos A. Perez 6320 SW 89th Place, Miami, FL 33173.
- SEVENTH: The duration of the corporation is perpetual.
- EIGHT: This is a Close Corporation.

This document was prepared by: Linda Snook
c/o The Company Corp.
1313 N. Market St
Wilmington, DE 19801
(302) 575-0440

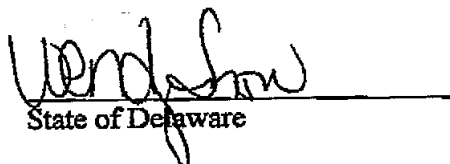
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NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Wendy Snow c/o The Company Corporation
1313 N. Market Street
Wilmington, DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 11th day of November, 1997.


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 11th day of November, by Wendy Snow.


Notary Public

REGINA CEPHAS
NOTARY PUBLIC DELAWARE
Appointed February 11, 1995
Term 4 Years

This document was prepared by Wendy Snow, 1313 N. Market Street, Wilmington, DE 19801 (302) 575-0440.

This document was prepared by: Linda Snook
c/o The Company Corp.
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Wilmington, DE 19801
(302) 575-0440

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

In compliance with Section 43.091, Florida Statutes, the following is
submitted:

First, this C & P EXPRESS CARGO CO.

desiring to organize under the laws of the State of Florida with its principal
place of business located in the city of Miami, State of
Florida, has named Larry Wolfe located at
200 - A John Knox Road, Tallahassee, FL 32303-6643

_____ as its agent for service of
process within Florida.

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.



November 13, 1997

Date

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This document was prepared by: Linda Snook
(302) 575-0440 c/o The Company Corp.

1212 W. Market St. Tallahassee, FL 32303

TOTAL P.04

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