

11/20/97

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NAME: AMERICAN FIVE CARGO, INC.

AUDIT NUMBER.....H97000019376

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

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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

November 21, 1997

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FAX Aud. #: H97000019376  
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**ARTICLES OF INCORPORATION**

**ARTICLE I -- NAME**

THE NAME OF THIS CORPORATION IS:

**AMERICAN FIVE CARGO, INC.**

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**8325 NORTH WEST 64<sup>TH</sup> STREET  
MIAMI, FLORIDA 33166**

**ARTICLE II -- PURPOSE**

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

**ARTICLE III -- CAPITAL STOCK**

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

**ARTICLE IV -- PREEMPTIVE RIGHTS**

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

**ARTICLE V -- INITIAL REGISTERED OFFICE**

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**8325 NORTH WEST 64<sup>TH</sup> STREET  
MIAMI, FLORIDA 33166**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

**JORGE ANTONIO BRUM CALACA**

PREPARED BY:

**GUILLERMO UBIETA  
8045 North West 36TH STREET  
Suite No. 525  
MIAMI, FL. 33166  
(305) 597-4511**

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**ARTICLE VI -- INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE 1 DIRECTOR (S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR (S) OF THIS CORPORATION IS/ ARE:

**JORGE ANTONIO BRUM CALACA  
PRESIDENT, VICE-PRESIDENT,  
SECRETARY, TREASURER & DIRECTOR**

**ARTICLE VII -- INCORPORATOR**

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

**JORGE ANTONIO BRUM CALACA  
11707 NORTH WEST 11<sup>TH</sup> STREET  
MIAMI, FLORIDA 33025**

**ARTICLE VIII -- INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

**ARTICLE IX -- MANAGEMENT OF CORPORATION SHAREHOLDERS**

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

**ARTICLE X -- BY LAWS**

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 20<sup>TH</sup> DAY OF NOVEMBER OF 1997.

  
**JORGE ANTONIO BRUM CALACA**  
Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS AND AN  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

THAT **AMERICAN FIVE CARGO, INC.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED **JORGE ANTONIO BRUM CALACA**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

**ACKNOWLEDGMENT:**

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **AMERICAN FIVE CARGO, INC.** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 20<sup>TH</sup> DAY OF NOVEMBER, 1997.

  
\_\_\_\_\_  
**JORGE ANTONIO BRUM CALACA**  
Registered Agent

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