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TALLAHASSEE, FLORIDA

12/02/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.
CONTACT: PAM FRIEDMAN
PHONE: (305)358-2571

ACCT#: 070744001530

FAX #: (305)358-7832

NAME: S.P.S. TRANSPORTATION, INC.

AUDIT NUMBER.....H97000019850

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

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....1

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ARTICLES OF INCORPORATION

Article 1: Name of Corporation S.P.S. TRANSPORTATION, INC.
Address of Corporation 3213 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33316

Article 2: CAPITAL STOCK: The number of shares which the corporation has authorized to be outstanding at any one time is 100, with a par value of \$1.00. (PAR VALUE IS NOT REQUIRED).

Article 3: REGISTERED AGENT: BRIAN G. DECOURSEY
and
REGISTERED OFFICE: 3213 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33316

I am familiar with and hereby accept the duties and responsibilities as Registered Agent for said corporation.


Signature of Registered Agent
12/02/97
Date

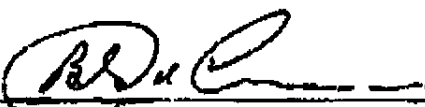
Article 4: The BOARD of DIRECTORS are: (Board of Directors is NOT REQUIRED)
First listed is President. Second is Vice-President. Then, Sec/Treasurer.

1. BRIAN G. DECOURSEY
3213 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33316

Article 5: The Name and Address of the INCORPORATOR is:

BRIAN G. DECOURSEY
3213 SOUTH ANDREWS AVENUE
FORT LAUDERDALE, FLORIDA 33316

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In witness whereof, I have subscribed my name 
Signature of Incorporator

BRIAN G. DECOURSEY

Prepared by:
Ace Industries, Inc.
54 NW 11th Street
Miami, FL 33136
(305) 358-2571

H97-19850