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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: CITY COURIER, INC.

AUDIT NUMBER.....H9800000208

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

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ARTICLES OF INCORPORATION

OF

CITY COURIER, INC.

ARTICLE I. NAME

The name of this corporation shall be CITY COURIER, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the incorporators. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities related to operating a courier service as permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 500 common par value shares of common capital stock.

This Instrument Prepared By:

PREPARED BY: IVONNE ROSA BLARY, ESQ
8500 WEST FLAGLER ST.
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MIAMI, FL 33144
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Articles of Incorporation of CITY COURIER, INC.

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TALLAHASSEE, FLORIDA

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

This Article is void of any process that can be utilized for determining the fair market value of shares for sales to the corporation in case of dispute concerning said shares.

Should the shareholder who offers for sale shares of capital stock to the corporation fail to reach an agreement concerning the value of said shares with the corporation, an independent arbiter, consented to by all parties, with the background and knowledge to make a determination as to the fair market value of said stock, will be used to make such determinations.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Monica Gorelick
14601 S.W. 50th Terr.
Miami, FL 33175

James M. Gorelick
14601 S.W. 50th Terr.
Miami, FL 33175

Articles of Incorporation of CITY COURIER, INC.

Rosa R. Gorelick
14601 S.W. 50th Terr.
Miami, FL 33175

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

14601 S.W. 50th Terr.
Miami, FL 33175

The name of the individual who shall serve as this corporation's initial registered agent at that address is: James M. Gorelick.

ARTICLE X. INCORPORATORS

The name and address of the individual who shall serve as this corporation's incorporators are:

Monica Gorelick
14601 S.W. 50th Terr.
Miami, FL 33175

James M. Gorelick
14601 S.W. 50th Terr.
Miami, FL 33175

Rosa R. Gorelick
14601 S.W. 50th Terr.
Miami, FL 33175

Articles of Incorporation of CITY COURIER, INC.

ARTICLE XI. AMENDMENT

The Board of Directors by the majority of votes of the Directors then in office reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

ARTICLE XII. SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its Stockholders and Directors are hereby adopted as part of this Articles of Incorporation:


The Board of Directors, from time to time, shall determine whether or not and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to inspection of the Stockholders of the Corporation, and no Stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors or by a Resolution of the Stockholders.

The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates thereof.

No contract or other transaction between the Corporation and any other corporation, in the absence of fraud when approved by the majority of the Board of Directors shall be affected or invalidated

by the fact that any one or more of the Director of, or an officer in, or are Directors or Officers of such other corporation and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the corporation, with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that the Director or Directors or any of them of the corporation is a party or parties or interest in such contract, act or transaction, or in any way connected with such person or person, firm or corporation and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself, herself, any firm, association or corporation in which he or she may be otherwise interested.


Monica Gorelick - Incorporator


James M. Gorelick - Incorporator


Rosa R. Gorelick - Incorporator

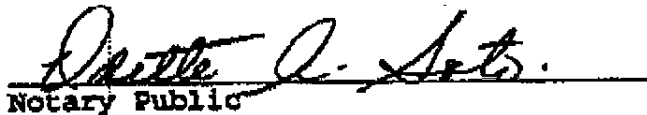
I hereby accept my designation as resident agent and agree to serve as the resident agent of CITY COURIER, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for CITY COURIER, INC.



James M. Gorelick - Registered Agent

State of FLORIDA
County Of DADE

On JAN. 5 1998, James M. Gorelick, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator; Monica Gorelick; and Rosa R. Gorelick who shall serve as the corporation's initial incorporators and are personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of CITY COURIER, INC.


Notary Public

(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:



OLETTE AMADOR SOTO
My Commission OC987829
Expires Jan. 26, 2000

FILED
98 JAN -6 AM 8:06
CLERK OF STATE
TALLAHASSEE, FLORIDA

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