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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: ATLANTIC & PACIFIC FREIGHT FORWARDERS, INC.

AUDIT NUMBER.....H98000000981

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

CERT. OF STATUS..0

PAGES..... 3

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ARTICLES OF INCORPORATION

OF

ATLANTIC & PACIFIC FREIGHT FORWARDERS, INC.

98 JAN 15 PM 1:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - CORPORATE NAME

The name of this corporation is: ATLANTIC & PACIFIC FREIGHT FORWARDERS, INC.

ARTICLE II - NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - TERM OF EXISTENCE

This Corporation shall have perpetual existence commencing upon execution of these articles.

ARTICLE V - REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

JERRY M. DALE  
8370 West Flagler Street, Suite 252  
Miami, FL 33144

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

ARTICLE VI - CORPORATE OFFICE

The street address of the principal office of the corporation is:

8370 West Flagler Street, Suite 252  
Miami, FL 33144

THIS DOCUMENT PREPARED BY:  
JERRY M. DALE, ESQ.  
Florida Bar No.: 191570  
LAW OFFICES OF JERRY M. DALE, P.A.  
8370 West Flagler Street, Suite 252  
Miami, Florida 33144  
(305) 559-4962

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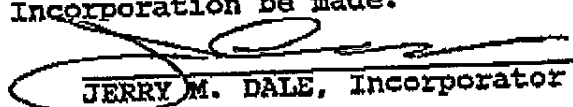
ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

JERRY M. DALE  
8370 West Flagler Street, Suite 252  
Miami, FL 33144

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

  
JERRY M. DALE, Incorporator

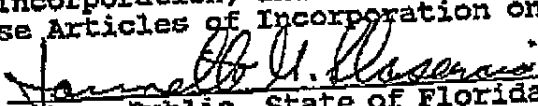
STATE OF FLORIDA )  
COUNTY OF DADE ) ss

BEFORE ME, a Notary Public, personally appeared JERRY M. DALE, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on January 12<sup>th</sup>, 1998.

(SEAL)



JANNETTE M. PLASENCIA  
COMMISSION # CC421425  
EXPIRES FEB 28, 2001  
BONDED THROUGH  
ATLANTIC PACIFIC FREIGHT CO., INC.  
ACCEPTANCE OF REGISTERED AGENT

  
Notary Public, State of Florida  
at Large  
My commission expires:

Having been named to accept service of process for ATLANTIC & PACIFIC FREIGHT FORWARDERS, INC. at the place designated in the Articles of Incorporation, JERRY M. DALE agrees to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

Dated January 12<sup>th</sup>, 1998.

  
JERRY M. DALE

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THIS DOCUMENT PREPARED BY:  
JERRY M. DALE, ESQ.  
Florida Bar No.: 191570  
LAW OFFICES OF JERRY M. DALE, P.A.  
8370 West Flagler Street, Suite 252  
Miami, Florida 33144  
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