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B.B.A. Accountant

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Phone (305) 362-0031
Fax (305) 558-0318

1070 W. 48 Street
Hialeah, FL 33012

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***122.50 ***122.50

March 2, 1998

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Gentlemen:

Enclosed find the Articles of Incorporation
of CAMPOS FREIGHT SYSTEMS, INC. and Money
Order covering the various fees in the amount
of \$ 122.50

Sincerely,


Orlando Piferrer

P Hall

MAR -6 1998

CERTIFICATE OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAMPOS FREIGHT SYSTEMS, INC.

WE. the undersigned, hereby associate ourselves together for the purpose of becoming a Corporation under the Laws of the State of Florida, under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit, generally, and hereby make, subscribe, acknowledge and file this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I

Name of the Corporation

The name of this Corporation shall be Campos Freight Systems, Inc.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this Corporation is:

Transact any and all lawful business

ARTICLE III

Capital Stock

The maximum number of shares of capital stock authorized to be issued by this Corporation shall be 10 shares shares, each having a par value of \$50.00 (par value) of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property, or in labor or services at a fair valuation to be fixed by the incorporator, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be non-assessable.

ARTICLE IV

Initial Capital

The amount of capital with which this Corporation shall begin business shall be Five Hundred Dollars (\$500.00).

ARTICLE V

Term of Existence

This Corporation shall be perpetual existence.

ARTICLE VI
Principal Office

The following shall be the street address and the principal office of this Corporation, but the Corporation shall have the power to move the principal office to any other address in the State of Florida, and to establish branch offices and other places of business at such other places within or without the State of Florida that may be deemed expedient: 16098 S.W. 138th Court

Miami, Fl 33177

ARTICLE VII
Directors

There shall be a Board of Directors for this Corporation which shall consist of one persons. The number of Directors may be increased or diminished from time to time as determined by the By-Laws, but shall never be less than one. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any Director may be removed at any annual or special meeting of stockholders called in accordance with the By-Laws of the Corporation, by the same vote as that required to elect a Director.

ARTICLE VIII
Initial Board of Directors

The names and addresses of the first Board of Directors is as follows:

<u>Names</u>	<u>Addresses</u>	<u>Office</u>
Jacqueline Campos	16098 S.W. 138th Court Miami, Fl 33177	President

The members of the first Board of Directors, unless otherwise provided by the By-Laws, shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified.

ARTICLE IX
Subscribers

The names and addresses of each subscriber to these Articles of Incorporation and the number of shares of stock each agrees to purchase are:

<u>Names</u>	<u>Addresses</u>	<u>No. of Shares</u>
Jacqueline Campos	16098 S.W. 138th Court Miami, Fl 33177	10 100%

The private property of the stockholders shall not be subject to the payment of the Corporation's debt to any extent whatsoever.

ARTICLE X

Conflict of Interest

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the officers of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation; any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation or who is so interested may be counted in determining the existence of a quorum at any such meeting of the Board of Directors, and may vote at any such meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or officer of such other Corporation or not so interested.

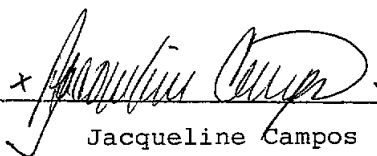
ARTICLE XI

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, WE, the undersigned, have executed these Articles of Incorporation for the uses

and purposes stated therein this 1st day of March, 1998


x 

Jacqueline Campos
President.

STATE OF FLORIDA :
COUNTY OF DADE : SS:

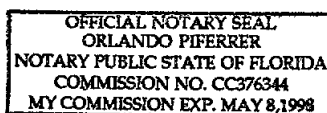
I HEREBY CERTIFY that on this day before me, a
Notary Public, duly authorized in the State and County
named above to take acknowledgments, personally appeared
Jacqueline Campos ===== to me known to
be the persons described as the subscribers in and who
executed the foregoing Articles of Incorporation, and
acknowledged before me that they subscribed to said
Articles of Incorporation.

WITNESS my hand and official seal in the County
and State above named, this 1st day of March, 1998



NOTARY PUBLIC, State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First -- That Campos Freight Systems, Inc.

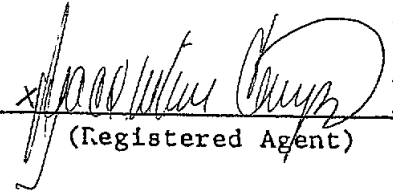
qualified to do business under the laws of the State of Florida
with its principal office at 16098 S.W. 138th Court County
of Dade Miami, FL 33177
State of Florida

has appointed Jacqueline Campos 16098 S.W. 138th Court,
(Street address and number of building, Post Office
Box address not acceptable)

City of Miami, County of Dade
State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

By 
(Registered Agent)