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3/13/98

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: U.S.A. COURIER GROUP, INC.

AUDIT NUMBER.....H98000005014

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

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

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98 MAR 13 PM 4:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

B. McKnight MAR 13 1998

ARTICLES OF INCORPORATION
OF

U.S.A. COURIER GROUP, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **U.S.A. COURIER GROUP, INC.**

The principal place of business of this corporation shall be:

9721 NW 6 Lane, Miami, Fl. 33172

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time

100 Shares \$1.00 Par Value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Zoila Magali Gonzalez,
9721 NW 6 Lane,
Miami, Fl. 33172
(305) 225-8617

Prepared by: Zoila Magali Gonzalez,
9721 NW 6 Lane,
Miami, Fl. 33172
(305) 225-8617

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TALLAHASSEE FLORIDA

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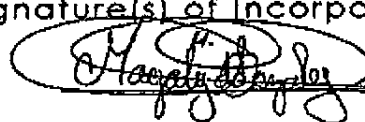
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Zoila Magali Gonzalez,
9721 NW 6 Lane,
Miami, Fl 33172

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this Thirteenth day of March, 1998.

Signature(s) of Incorporator(s)

A handwritten signature in cursive script, appearing to read 'Zoila Magali Gonzalez', is written over a horizontal line. The signature is enclosed within an oval-shaped stamp or seal.

H98000005014

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

U.S.A. Courier Group, Inc.

2. The name and address of the registered agent and office is:

Zoila Magali Gonzalez, 9721 NW 6 Lane,
(P.O. BOX NOT ACCEPTABLE)

Miami, Fl. 33172

(CITY/STATE/ZIP)

SIGNATURE



TITLE

INCORPORATOR

DATE

3/13/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE