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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002458521-7
-03/16/98--01117--016
*****131.25 *****131.25

SUBJECT: OVERLAND COURIER, INC
(Proposed corporate Name- must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for: \$ 131.25 Filing Fee, Certified Copy & Certificate

FROM: Jose N Correa (J.C. Accounting & Tax Services) Agent.

833 SAVANNAH FALLS DR.

FORT LAUDERDALE, FL 33327

(305) 271-2060
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 PM 1:19

3-18-98
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FILED STATE
SECRETARY OF CORPORATIONS
98 MAR 19 PM 1:19

ARTICLES OF INCORPORATION
of
OVERLAND COURIER INC

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is OVERLAND COURIER INC.
9726 N.W. 7Th Circle Ste. 7-16
Plantation, Fl 33324

ARTICLE II
SHARES

The total number of shares which the corporation shall have authority to issue is 100 shares with a par value of \$5.00 per share.

ARTICLE III
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

JOSE N CORREA
J.C. Accounting & Tax Services
833 Savannah Falls Dr.
Broward County
Ft. Lauderdale, FL 33327

ARTICLE IV PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE V DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Edgar Rincon, President
9726 N.W. 7Th Circle
Plantation , FL 33324

William Rincon, Vice President
9726 N.W. 7Th Circle
Plantation , FL 33324

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

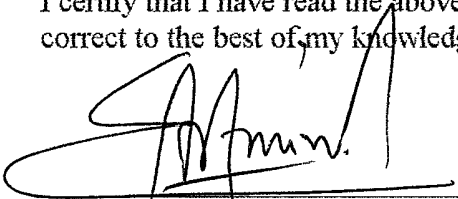
ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



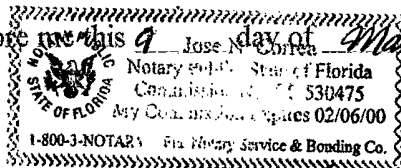
Edgar Rincon, Incorporator
9726 N.W. 7Th Circle
Plantation, FL 33324

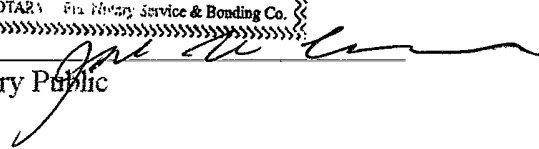
_____, Incorporator

_____, _____

State of Florida, County of Broward, ss:

Subscribed and sworn to (or affirmed) before me this 9 day of March, 1998.




Notary Public

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is: OVERLAND COURIER, INC

9726 N.W. 7Th Circle

Plantation, FL 33324

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

JOSE N. CORREA

J.C. Accounting & Tax Services

833 Savannah Falls Dr.

Ft. Lauderdale, FL 33327

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

03-09-98
(DATE)