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MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE

SUITE 1070

MIAMI, FLORIDA 33131

TELEPHONE (305) 373-0300

FAX (305) 373-3739

April 1, 1998

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*****70.00 *****70.00

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

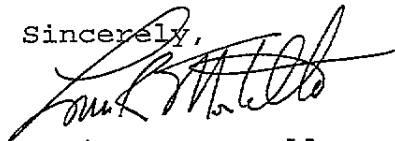
Re: Safe-Freight, Inc. (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Articles of Incorporation along with our check in the amount of \$70.00.

If you have any questions, please call.

Sincerely,



Louis R. Montello

Enclosures

FILED
98 APR -6 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B. BROCK APR 7 1998

ARTICLES OF INCORPORATION
OF
SAFE-FREIGHT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the corporation is Safe-Freight, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 8055 N.W. 77th Court, Suite #3, Miami, Florida 33166.

ARTICLE III

Common Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1,000	\$.01	Common Stock

ARTICLE IV

Registered Office and Agent

The street address of the Corporation's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131, and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE V

Incorporator

The name of the Incorporator is Louis R. Montello and the address of the Incorporator is 777 Brickell Avenue, Suite 1070 Miami, Florida 33131.

ARTICLE VI

Indemnification

The Corporation shall indemnify and shall advance on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of April, 1998.



Louis R. Montello,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Safe-Freight, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.



Louis R. Montello,
Registered Agent

DATED: April 1, 1998

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98 APR -6 AM 11:26
CLERK OF STATE
TALLAHASSEE, FLORIDA