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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -6 PM 2:45



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-04/07/98--01005--016
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ER(S), (if known):

500002480485--3
-04/07/98--01005--017
*****1.50 *****1.50

1. _____ (Corporation Name) _____ (Document #)
Merengue Express Lines, Inc.
 _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials _____

ARTICLES OF INCORPORATION
OF
MERENGUE EXPRESS LINES, INC.

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ARTICLE I - NAME

The name of this corporation is Merengue Express Lines, Inc.; The initial post office address and principal offices of the corporation in the state of Florida shall be 3407 N.W. 17 Ave., Miami, Fl 33142.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and this State.

ARTICLE III - CAPITAL STOCK

The amount of capital with this corporation may begin business shall not be less that two hundred (\$200.00) shares of common stock, each share having a par value of one dollar (\$1.00).

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 501 N.E. 134 St. Miami, FL 33161, and the name of the initial registered agent of this corporation at that address is Felix A. Valdez.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially, the number of directors may be either increased or diminished from time by the by laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

DANIEL BENITES	5675 - 5 Ave.	KEY WEST, FL 33040
FRANCISCO DOSSETT	6020 S.W. 34 St.	MIRAMAR, FL 33023
VICTOR M. ALBA	453 N.E. 76 St.	MIAMI, FL 33138
FELIX A. VALDEZ	501 N.E. 134 St.	MIAMI, FL 33161

ARTICLE VII - INITIAL OFFICERS

The names and address of the officers are as follows:

PRESIDENT: FRANCISCO A. DOSSETT
6020 S.W. 34 St.
Miramar, FL 33023

VICE-PRESIDENT: DANIEL BENITEZ
5675 - 5 Ave.
Key West FL 33040

TREASURER: VICTOR M. ALBA
453 N.E. 76 St
Miami, FL 33138

SECRETARY: FELIX A. VALDEZ
501 N.E. 134 St.
Miami, FL 33161

All of the said directors are of full age.

ARTICLE IX - DISTRIBUTION

The name and address of each subscriber of these Articles of Incorporation, and the number of shares of stock which each agrees to take and the sums subscribed to and paid are as follows:

NAME	ADDRESS	SHARE
DANIEL BENITEZ	5675 - 5 Ave. Key West FL 33040	33 %
FRANCISCO DOSSETT	6020 S.W. 34 St., Miramar, FL 33023	23 %
VICTOR M. ALBA	453 N.E. 76 St., Miami, FL 33138	22 %
FELIX VALDEZ	501 N.E. 134 St., Miami, FL 33161	22 %

ARTICLE X - EFFECTIVE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of Florida.

ARTICLES XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by Board of Directors.

ARTICLES XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by Board of Directors.

IN WITNESS WHEREOF: The undersigned subscriber has executed these Articles of Incorporation this _____ day of _____ 1998.

PRESIDENTE: [Signature]
FRANCISCO A. DOSSETT

VICE-PRESIDENTE: [Signature]
DANIEL BENITEZ

TREASURER: [Signature]
VICTOR M. ALBA

SECRETARY: [Signature]
FELIZ VALDEZ

STATE OF FLORIDA)

SS

STATE OF DADE)

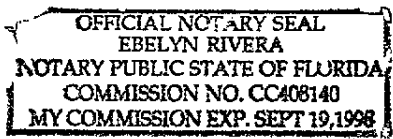
BEFORE ME, a Notary Public authorized to take aknowled in the State and County set forth above, personally appeared FELIX ANTONIO VALDEZ
LICENSE # V432-241-56-281-0

known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHERE OF, I have hereunto set my hand and affixed my official seal, in the State and County Aforesaid, this _____

30 Day of MARCH 98

Ebelyn Rivera



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CERTIFICATE OF DESIGNATION

REGISTERED AGENT / REGISTERED OFFICE

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 is: MERENGUE EXPRESS LINES, INC.
2. The name address of the registered agent and office is: Felix A. Valdez
501 N.E. 134 St
Miami, FL 33161

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 *Felix A. Valdez*
Registered Agent

TITLE *Secretary*

DATE *3/30/98*