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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: HI-TECH ACCOUNTING GROUP
CONTACT: MANUEL R DEL VALLE
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NAME: MEL EXPRESS CORP.

AUDIT NUMBER.....H98000007142

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

CERT. OF.. STATUS..0

PAGES..... 5

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TALLAHASSEE, FLORIDA

F. CHESSEY APR 16 1998

ARTICLES OF INCORPORATION
OF
MEL EXPRESS CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is MEL Express Corp.

ARTICLE II - Nature of Business

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

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is seven thousand five hundred (7,500) shares of common stock, each share having a par value of one dollar (\$ 1.00).

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - Term of Existence

This corporation shall have perpetual existence.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is
13790-B S.W. 56th St., Suite 28 Miami, FL 33185 and the name of the initial registered
agent of this corporation at that address is Edgar Prieto.

DOCUMENT PREPARED BY: Hi-Tech Accounting Group 7270 N.W. 12th St., Suite 340
Miami, FL 33126-1928 (305) 477-2234 H98000007142

ARTICLE VI - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is:

Edgar Prieto
13790-B S.W. 56th St., Suite 28
Miami, FL 33185

All of the said director is of full age.

ARTICLE VII - Initial Officers

The names and addresses of the officers are as follows:

PRESIDENT: Edgar Prieto
13790-B S.W. 56th St., Suite 28
Miami, FL 33185

TREASURER: Edgar Prieto
13790-B S.W. 56th St., Suite 28
Miami, FL 33185

SECRETARY: Edgar Prieto
13790-B S.W. 56th St., Suite 28
Miami, FL 33185

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ARTICLE VIII- Incorporator

The name and address of the person signing these articles is:

Edgar Prieto
13790-B S.W. 56th St., Suite 28
Miami, FL 33185

ARTICLE IX - Distribution

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

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARE</u>
Edgar Prieto	13790-B S.W. 56 th St., Suite 28 Miami, FL 33185	1000 Shares \$1,000.00

ARTICLE X -Effective Date

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

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ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLES XII - Principal Place of Business

The principal place of business or mailing address of this corporation is

13790-B S.W. 56th St., Suite 28
Miami, FL 33185

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ARTICLE XIII - Register Agent Acceptance

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 status 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.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 15th day of April, 1998.

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TALLAHASSEE, FLORIDA


INCORPORATOR


REGISTERED AGENT

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