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5/29/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: BRYAN'S TRANSPORTATION, INC.

AUDIT NUMBER.....H98000010091

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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FC 6-1-98
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
OF**

BRIAN'S TRANSPORTATION SERVICES, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be: **BRIAN'S TRANSPORTATION SERVICES, INC.**

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6131 SW 129 COURT
MIAMI, FL 33183

ARTICLE III - PURPOSE

The corporation shall have perpetual existence and may engage in any and all business permitted under the laws of the State of Florida and the United States.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 1,000 shares of \$1.00 (one) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Prepared by: Yesit J. Campo
9572 NW 41 Street
Miami, FL 33178
(305) 593-2003

ARTICLE VI-INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

BETTY PARDO
6131 SW 129 COURT
MIAMI, FL 33183

ARTICLE VII - 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 by-laws, but shall never be less than one (1). The initial directors of this corporation are:

BETTY PARDO
PRESIDENT\SECRETARY

6131 SW 129 COURT
MIAMI, FL 33183

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator to these articles is:

BETTY PARDO
6131 SW 129 COURT
MIAMI, FL 33183

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officers or directors to the full extent permitted by law.

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TALLAHASSEE, FLORIDA

ARTICLE X - BY LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the board of directors and the shareholders. In witness whereof, the undersigned incorporator has executed these articles of incorporation this 29th day of May, 1998

Betty Pardo
BETTY PARDO

CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSED:

That BRIAN'S TRANSPORTATION SERVICES, INC. to organize under the laws of the state of Florida has appointed BETTY PARDO of 6131 SW 129 COURT, MIAMI, FL 33183 as its registered agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named by the first board of directors of BRIAN'S TRANSPORTATION SERVICES, INC. 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 agree to comply with the applicable provisions of the Florida Statutes, this 29th day May, 1998

Betty Pardo
BETTY PARDO
Registered Agent