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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: AST FREIGHT FORWARDING, INC.

AUDIT NUMBER.....H98000010834

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

CERT. OF STATUS..0

PAGES.....4

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ARTICLES OF INCORPORATION

OF

AST FREIGHT FORWARDING, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AST FREIGHT FORWARDING, INC.

The principal place of business of this corporation shall be:

3155 Praire Avenue
Miami Beach, FL 33140

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United State, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares of common stock having \$1.00 per share.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

This instrument was prepared by:
Carmen Roque, Attorney at Law
2525 S.W. 3rd Avenue, Suite 304
Miami, Florida 33129
(305) 935-6646 / FBN. 0285110

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ARTICLE V OFFICERS DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until the successor(s) is (are) elected, is :

Nury Aguilera-Marciales, President/Secretary/Treasurer/Director

3155 Praire Avenue
Miami Beach, FL 33140

ARTICLE VI INCORPORATOR

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

Nury Aguilera-Marciales
3155 Praire Avenue
Miami Beach, FL 33140


ARTICLE VII REGISTERED AGENT

The name and street address of the Registered Agent to these articles of incorporation is:

Nury Aguilera-Marciales
3155 Praire Avenue
Miami Beach, FL 33140

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of June, 1998.

Signature of Incorporator


NURY AGUILERA-MARCIALES

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared NURY AGUILERA-MARCIALES, to

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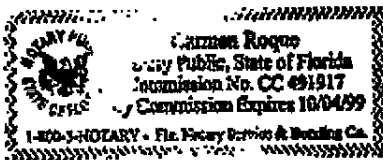
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me known to be the person described above as subscriber in and who, after being duly sworn, executed the foregoing described Articles of Incorporation, and she acknowledged before me that

she subscribed her name hereto for the purposes therein expressed.

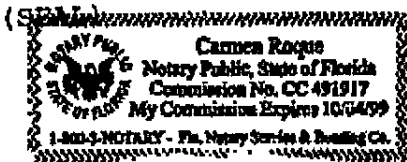
Witness my hand and official seal at Miami, Dade County, Florida, this 9th day of June, 1998,

Carmen Roque
Notary Public



CARMEN ROQUE
Printed Name

My Commission Expires: 10/04/99



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
ARTICLES OF INCORPORATION

HAVING BEEN DESIGNATED AS THE REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VII HEREINABOVE, 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 THE POSITION OF REGISTERED AGENT UNDER SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE [Signature] (Registered Agent) DATE 06/09/98

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AST/Incorporation/Aguilera-Marciales

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