

EDUARDO E. GADEA, P.A.
Certified Public Accountant

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10689 NO. KENDALL DRIVE
SUITE 309
MIAMI, FLORIDA 33176

P98000052672

June 4, 1998

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32301

200002554222--4
-06/10/98--01019--018
****122.50 ****122.50

Re: VENESTAR CARGO INTERNATIONAL CORP.

Gentlemen:

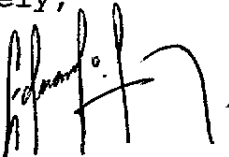
Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is a check in the amount of \$122.50 for the following fees:

Filing Fees	\$ 35.00
Certified Copies	52.50
Registered Agent Designation	35.00

Total	\$ 122.50

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed.

Sincerely,



Eduardo E. Gadea

Enclosures

EEG/ng

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 10 AM 9:20

RP
6-12-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 10 AM 9:20

ARTICLES OF INCORPORATION
OF
VENESTAR CARGO INTERNATIONAL CORP.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is VENESTAR CARGO INTERNATIONAL CORP.

ARTICLE II - DURATION

The term of existence of the corporation is perpetual.

ARTICLE III - PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

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

Number of Shares Authorized	Par Value Per Share	Class of Stock
500	\$1.00	Common

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal and mailing office of this corporation is:

8201 N.W. 64 Street, Unit # 6
Miami, Florida 33166

and the name and address of the initial registered agent of this corporation is:

Name	Address
Milvia Russian	8201 N.W. 64 Street, Unit # 6 Miami, Florida 33166

ARTICLE VII - COMMENCEMENT

This corporation shall commence on the date on which these Articles are filed with the Secretary of State.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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. The names and addresses of the initial directors of this corporation are:

Name	Address
Milvia Russian	8201 N.W. 64 Street, Unit # 6 Miami, Florida 33166

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Name	Address
Milvia Russian	8201 N.W. 64 Street, Unit # 6 Miami, Florida 33166

ARTICLE X- BY-LAWS

The power to alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.


ARTICLE XI - INDEMNIFICATION

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

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of JUNE, 1998.


Milvia Russian
Subscriber, Director, and
Registered Agent

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County set forth above, personally appeared Milvia Russian, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of June, 1998.


Notary Public, State of Florida

My commission expires:

 Marie Lissette Gonzalez
Commission # CC 734724
Expires May 31, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 JUN 10 AM 9:20

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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: Venestar Cargo International Corp.
2. The name and address of the registered agent and office is:

Milvia Russian
8201 N.W. 64 Street, Unit # 6
Miami, Florida 33166

Milvia Russian
Milvia Russian

Title: Shareholder

Date: 6-5-98

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 STATUTES 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.

Milvia Russian
Milvia Russian

Date: 6-5-98