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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GLOBAL CARGO HANDLERS INTERNATIONAL, INC.

AUDIT NUMBER.....H98000011846

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

CERT. OF STATUS..0

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ARTICLES OF INCORPORATION

OF

GLOBAL CARGO HANDLERS INTERNATIONAL, INC.

The undersigned, in order to form a corporation for the purposes hereinafter stated, by and under the provisions of the Statutes of the State of Florida, do hereby subscribe to these Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

GLOBAL CARGO HANDLERS INTERNATIONAL, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes:

a. Of transacting any and all business permitted under the laws of the United States and under the laws of the State of Florida.

b. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choses in action, either as owner, broker, agent or factor.

c. In the purchase or acquisition of property, business rights or franchise, or for additional working capital, or for any other objective in or about its business affairs and without limit

ARMANDO A. PEREZ, ESQ.

1933 SW 27th Ave. 2nd FL¹

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as to amount; to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.

d. To engage in any and all lawful activity and to institute, participate in and promote commercial, mercantile, financial and industrial enterprises and operations, and for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 500 shares of common stock at one (\$1.00) dollar par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is: 5300 S.W. 4th Street, Miami, Florida 33134, and the name of the initial registered agent of this corporation at that address is: CARLOS M. IGUINA, JR.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have ONE director(s) initially. The number of director(s) may be either increased or decreased by the By-Laws adopted by the shareholders but shall never be less than

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one. The name(s) and address(es) of the initial director(s) of this corporation is/are:

NAME

ADDRESS

CARLOS M. IGUINA, JR. 5300 S.W. 4th Street, Miami, Florida 33134

ARTICLE VIII. INCORPORATION

The name(s) and address(es) of the incorporator(s) is/are:

NAME

ADDRESS

CARLOS M. IGUINA, JR. 5300 S.W. 4th Street, Miami, Florida 33134

ARTICLE IX. BY-LAWS

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

ARTICLE X. AMENDMENT

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

IN WITNESS WHEREOF, the undersigned have/(has) executed these Articles of Incorporation this 24 day of June, 1998.


INCORPORATOR

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STATE OF FLORIDA)

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COUNTY OF DADE)

BEFORE ME the undersigned authority personally appeared CARLOS M. IGUINA, JR., known to me to be the person who executed the Articles of Incorporation of GLOBAL CARGO HANDLERS INTERNATIONAL, INC., and has acknowledged before me that he has executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal at Miami, Dade County, Florida, this 24 day of

June, 1998


 OFFICIAL NOTARY SEAL
 ANA ALVAREZ
 NOTARY PUBLIC STATE OF FLORIDA
 COMMISSION NO. CC44633
 MY COMMISSION EXPIRES 11/28/99
 NOTARY PUBLIC

Type of identification provided: Florida Driver License

ACCEPTANCE OF DUTIES OF REGISTERED AGENT

Having been named to accept service of process for GLOBAL CARGO HANDLERS INTERNATIONAL, INC., at the place designated in the foregoing Articles of Incorporation, 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.

DATE: June 24, 1998

SIGNATURE: X


 CARLOS M. IGUINA, JR.,
 RESIDENT AGENT

Prepared by: ARMANDO A. PEREZ, ESQ.
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