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6/26/98

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM ELECTRONIC FILING COVER SHEET

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DIVISION OF CORPORATIONS TO:

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

071001002335 ACCT#:

CONTACT: LIDIA FERNANDEZ

FAX #: (305)716-0346

PHONE: (305)599-0839

NAME: M & C TRANSPORT SERVICES, INC.

AUDIT NUMBER. H98000011945 DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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** ENTER 'M' FOR MENU. **

ARTICLES OF INCORPORATION OF

M & C TRANSPORT SERVICES, INC.

THE UNDERSIGNED INCORPORATOR, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATE ACT, HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I: NAME

THE NAME OF THE CORPORATION SHALL BE:

M & C TRANSPORT SERVICES, INC.

ARTICLE II: NATURE OF THE BUSINESS

THIS CORPORATION MAY ENGAGE IN OR TRANSACT ANY OR ALL LAWFUL ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES, THE STATE OF FLORIDA, AND ANY OTHER STATE, COUNTRY, TERRITORY OR NATION. THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

M & C TRANSPORT SERVICES, INC. 5999 NW 122 Avenue Miami, Fl. 33178

ARTICLE III: CAPITAL STOCK

THE AGGREGATE NUMBER OF SHARES OF STOCK AND ITS PAR VALUE THAT THIS CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS: 100,000 SHARES OF COMMON STOCK, PAR VALUE \$1.00 PER SHARE.

ARTICLE IV: TERM OF EXISTENCE

THIS CORPORATION SHALL EXIST PERPETUALLY.

PREPARED BY: ANDRADES, HERNANDEZ & PAZOS 520 Biltmore Way Coral Gables, Fl. 33134 (305) 444-8800

ARTICLE V: OFFICERS AND DIRECTORS

THE NAMES AND STREET ADDRESSES OF THE INITIAL OFFICER AND DIRECTOR, WHO SHALL HOLD OFFICE THE FIRST DAY OF THE CORPORATION EXISTENCE UNTIL THEIR SUCCESSORS ARE ELECTED ARE:

PRESIDENT: VICE PRESIDENT: Angel Mesa

S.S. 589-41-6006 12323 NW 98 Avenue Hislosh Gardens, Fl. 33018

ARTICLE VI: INCORPORATOR

THE NAME AND STREET ADDRESS OF THE INCORPORATOR TO THESE ARTICLES OF INCORPORATION.

Angel Mesa 12323 NW 98 Avenue Hialeah Gardens, Fl. 33018

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS JUNE 25th, 1998

SIGNATURE OF INCORPORATOR

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. THE NAME OF THE CORPORATION IS:

M & C TRANSPORT SERVICES, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

Angel Mesa 12323 NW 98th Avenue Hialeah Gardens, Fl. 33018

SIGNATURE:

DATE: JUNE 25th, 1998

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AND AGREED 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.

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DATE: JUNE 25th, 1998