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Admitted in Florida
and North Carolina

LAW OFFICES
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Miami, Florida 33156-2719

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September 3, 1998

SENT VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gainesville Street
Tallahassee, Florida 32399

900002632969--9

Re: **M&S TRANSPORTATION, INC.**
Our File No : 1127.4

-09/04/98--01128--004
****127.00 ****127.00

Gentlemen:

Enclosed for filing is the original and a copy of the Articles of Incorporation of M&S Transportation, Inc., which is a Florida for profit corporation.

Also enclosed herewith is a check payable to the "Secretary of State" in the amount of \$127.00 to pay for the following charges:

- 1) Original filing fee \$74.50;
- 2) Certified copy fee of \$52.50

Please send the certified copy of the Articles of Incorporation to the above address in the enclosed Federal Express mailer. Finally, please forward an updated list of your filing and service fees.

Thank you for your cooperation.

Very truly yours,


PAUL M. KADE

FILED
98 SEP -4, PM 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enclosures

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**ARTICLES OF INCORPORATION
OF
M&S TRANSPORTATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is **M&S TRANSPORTATION, INC.**

ARTICLE II - PRINCIPAL PLACE OF BUSINESS & MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be:

14574 S.W. 143 Place, Miami, Florida 33186-7706.

ARTICLE III - DURATION

The Corporation shall have a perpetual existence.

ARTICLE IV - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States of America and the State of Florida.

ARTICLE V - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 7,500 shares of common stock having a par value of \$1.00 per share. All shares of stock issued by the Corporation shall be paid in lawful money of the United States of America or in property, the just value of which shall be fixed by the Board of Directors in the manner provided for by the laws of the State of Florida.

ARTICLE VI - REGISTERED OFFICE & AGENT

The registered office of this Corporation shall be 9300 S. Dadeland Boulevard, Suite 408, Miami, Florida 33156, and the registered agent of this Corporation at such office shall be Paul M.

Kade, Esq., who upon accepting this designation agrees to comply with the provisions of §48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors shall consist of two (2) members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than three (3). The name and address of the director constituting the Board of Directors is:

**Michael G. Morrison
14574 S.W. 143 Place
Miami, Florida 33186**

**Julia Morrison
14574 S.W. 143 Place
Miami, Florida 33186**

ARTICLE VII - OFFICERS

The affairs of this Corporation shall be managed by its Board of Directors, acting through the officers of the Corporation consisting of a President, Vice President, Treasurer, and Secretary, and any other assistant vice presidents and secretaries as may be designated in the By-Laws of the Corporation. The officers of the Corporation shall be elected in the manner set forth in the By-Laws.

ARTICLE IX - BY-LAWS

The Board of Directors shall have full power to adopt, amend, or rescind the By-Laws by majority vote.

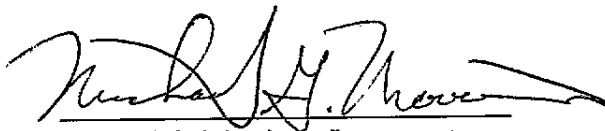
ARTICLE X - RESTRICTION ON TRANSFER OF STOCK

Stock in the corporation may be transferred to the corporation or to other shareholders without prior approval of the Board of Directors or other shareholders. However, any sale or transfer of

stock in the corporation to third parties must be approved in advance by the owners of not less than fifty one percent (51%) of the outstanding shares of stock and any attempted sale or transfer to a third party in violation of this provision is null and void.

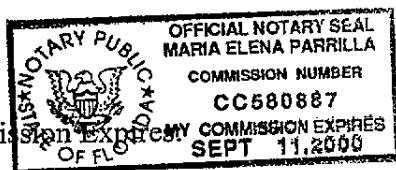
ARTICLE XI - AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any shareholder, officer, or director. The Articles of Incorporation may be amended by resolution passed by a majority vote of the Board of Directors.


Michael G. Morrison, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation of M&S TRANSPORTATION, INC., were acknowledged before me this 3rd day of September, 1998, by Michael G. Morrison, as incorporator.




NOTARY PUBLIC

My Commission Expires _____
Personally Known: P
or
Produced I.D.: _____

Type of Identification Produced: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for M&S TRANSPORTATION, INC., at the place designated in the Articles of Incorporation, I, PAUL M. KADE, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 relative to keeping open such office.

DATED this 3 day of September, 1998.


Paul M. Kade, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA