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LAZARUS CORPORATE FILING SERVICE, INC.

(Requestor's Name)

3320 S.W. 87th AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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-09/17/98--01033--017

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TRANSNORD EXPRESS & CARGO SERVICES,
(Corporation Name) (Document #)

2. INC.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in Pick up time 2.00

Certified Copy

Mail-out Will wait Photocopy

Certificate of Status

88 SEP 17 AM 11:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten signature]

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DIVISION OF CORPORATION

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
TRANSNORD EXPRESS & CARGO SERVICES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is -:

TRANSNORD EXPRESS & CARGO SERVICES, INC.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity of business, permitted under the laws of the United States and of this State, these activities may include but are not in anywise limited to the operation of the following - :

To engage in the business of -; IMPORT AND EXPORT

To buy, sell, assign, transfer, invest in, trade in, deal in goods, wares, merchandise, real and personal property of every kind and description, and to do all things and matters necessary and appertaining thereto and further enabling this corporation to engage in any activity of business permitted under the laws of the State of Florida and of the United States, the District of Columbia, and in any foreign country.

To conduct all types of business and to have one or more offices and hold, purchase, mortgage, lease, dispose of, deal in and convey real and personal property without restrictions in this State and in any other of the several states, territories, possessions and dependency of the United States.

To engage in, render or carry on any services or business as principal or agent, with powers to let contracts for any such service or product; and to make and carry on contracts of every kind and nature that may be conducive to the accomplishment of any purpose of this corporation.

To acquire by purchase, or otherwise, for investment or resale, and to own, improve, operate, subdivide, lease, mortgage, sell and otherwise deal in, for cash or credit, by conveyance, agreement for deed, or other lawful instrument, real estate or mixed property located in the State of Florida or elsewhere, and generally to deal in traffic as owner or agent in real estate, personal or mixed property, and any interest or estate therein, and to create, own, lease, sell, operate or deal in freehold and leasehold estates of any and all nature whatsoever and to be an investor in real mixed and/or personal property; to grant, sell and otherwise deal in franchises and licenses.

To factor, lend or borrow money, be a surety, and to execute and deliver, accept, take and receive notes, bonds, debentures to other evidence thereof, and mortgage, trust deed, pledges or other securities for the payment of same.

To act as agent, broker, or attorney-in-fact for any person, firms, or corporation buying, selling and dealing in real or personal property or services of whatever nature or kind and in managing and conducting any legal actions, proceedings and business relating to any of the purposes herein mentioned or referred to.

To acquire, hold, undertake and fully exploit the good will, property, rights, franchise, assets of every kind and liabilities of any person, firm, association or corporation, whether wholly or partly; and to pay for the same in cash, stocks or bonds of the company or otherwise.

In any manner to acquire, enjoy, utilize and to dispose of patents, copyrights and trademarks, and any licenses or other interest therein and thereunder.

To borrow money and contract debts when necessary in the purchase of or acquisition of real, personal and intangible property, business rights or franchises, or for additional working capital or for any other object in or about its business or affairs and without limits as to amounts and to secure the payment of money in any lawful manner.

To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for profit-sharing, union or interest, or corporation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in the carrying on of any business which

this corporation is authorized to carry on, or any other business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of this corporation.

To purchase, hold, sell and transfer shares of its own capital stock; subject however, to such limitations as may be provided by law; capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum to vote.

To do all acts and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes hereinafter or before enumerated or incidental to the powers herein named, to which shall at any time appear conducive or expedient for the benefit or protection of the corporation, either as holder of, or interested in any property or otherwise.

To exercise all of the powers which are now or may hereafter be conferred upon corporations generally by the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ONE THOUSAND (1000) SHARES of common stock, each share having the par value of ONE (\$ 1.00) DOLLARS.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with, which this corporation will begin business is ONE THOUSAND (\$1,000.00) DOLLARS.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE VI - INITIAL ADDRESS AND AGENT

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

8361 NE 2ND AVENUE, MIAMI, FLORIDA 33138

and the initial registered and principal agent of this corporation at that address is -:

MAX R. CADET

ARTICLE VII - DIRECTORS

This corporation shall have FOUR (4) director initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders, but shall never be less than ONE (1). The names and addresses are as follows-:

NAME:

ADDRESSES:

MAX R. CADET
President

8361 NE 2ND AVENUE
Miami, FL 33138

GERARD CORNEILLE
Vice-President

8361 NE 2ND AVENUE
Miami, FL 33138

JOSEPH R. CADET
Secretary

8361 NE 2ND AVENUE
MIAMI, FL 33138

JOSEPH A. CADET
Treasurer

8361 NE 2ND AVENUE
MIAMI, FL 33138

ARTICLE VIII - SUBSCRIBER

The names and street address of the initial subscribers of this corporation, and the number of shares of the ONE (\$ 1.00) DOLLAR par value common stock of this corporation which they agree to take, is as follows -;

NAME:	SHARES:	ADDRESSES:
MAX R. CADET President	25%	8361 NE 2ND AVENUE MIAMI, FL 33138
GERARD COENEILLE Vice-President	25%	8361 NE 2ND AVENUE MIAMI, FL 33138
JOSEPH R. CADET Secretary	25%	8361 NE 2ND AVENUE MIAMI, FL 33138
JOSEPH A. CADET Treasurer	25%	8361 NE 2ND AVENUE MIAMI, FL 33138

ARTICLE IX - OFFICERS

The names and address of the initial officers of this corporation, are as follows -:

NAME AND TITLE:	ADDRESSES:
MAX R. CADET President	8361 NE 2ND AVENUE MIAMI, FL 33138
GERARD CORNEILLE Vice-President	8361 NE 2ND AVENUE MIAMI, FL 33138
JOSEPH R. CADET Secretary	8361 NE 2ND AVENUE MIAMI, FL 33138
JOSEPH A. CADET Treasurer	8361 NE 2ND AVENUE MIAMI, FL 33138

ARTICLE X - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are -:

NAME:

ADDRESSES:

MAX R. CADET
President

83 NE 2ND AVENUE
MIAMI, FL 33138

GERARD CORNEILLE
Vice-President

8361 NE 2ND AVENUE
MIAMI, FL 33138

JOSEPH R. CADET
Secretary

8361 NE 2ND AVENUE
MIAMI, FL 33138

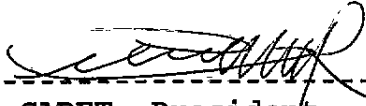
JOSEPH A. CADET
Treasurer


8361 NE 2ND AVENUE
MIAMI, FL 33138

IN WITNESS WHEREOF, we have hereunto set our hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this

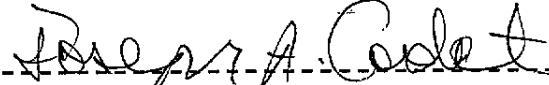
15th day of September 1998.

SIGNATURES: -----


MAX R. CADET, President


GERARD CORNEILLE, Vice-President


JOSEPH R. CADET, Secretary


JOSEPH A. CADET, Treasurer

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/agent, in the State of Florida.

The name of the corporation is;

TRANSNORD EXPRESS & CARGO SERVICES, INC.

The name and address of the registered agent and office is:

NAME: **MAX R. CADET**

ADDRESS: **8361 NE 2ND AVENUE
MIAMI, FLORIDA 33138**

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at 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.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

SIGNATURE: _____

MAX R. CADET
Registered Agent.