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WELLER & LOSNER

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65 N.W. 16th Street
Homestead, Florida 33030

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 AM 10:53

THOMAS R. WELLER
STEVEN D. LOSNER

Telephone: (305) 247-2522
Fax: (305) 247-9000

October 28, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Superior International Logistics, Inc.

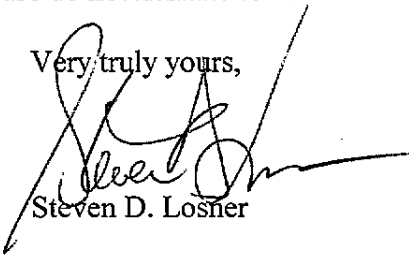
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****122.50 ****78.75

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$122.50 representing your filing fee and fee for a certified copy. Accordingly, a self-addressed, stamped envelope has been provided for your convenience in returning the certified copy to my office.

Should you have any questions, please do not hesitate to call me.

Very truly yours,


Steven D. Losner

SDL/tao
encl

D. BROWN NOV - 9 1998

**ARTICLES OF INCORPORATION
OF
SUPERIOR INTERNATIONAL LOGISTICS, INC.**

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The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby makes and files with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME.

The name of the corporation shall be **SUPERIOR INTERNATIONAL LOGISTICS, INC.**

II. DURATION.

This corporation is to commence its corporate existence on the date of the filing of these Articles of Incorporation and shall exist perpetually thereafter until dissolved sooner according to law.

III. NATURE OF BUSINESS.

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

IV. CAPITAL STOCK.

The total subscribed capital stock of this corporation shall consist of one thousand (1,000) shares of common stock having a par value of one (\$1.00) dollar per share, which said capital stock shall be payable in lawful money of the United States of America, or in property, labor or services, rendered or be rendered pursuant to written agreement in accordance with Florida Statutes Chapter 607, at a valuation to be fixed by the shareholders or Board of Directors, in the manner provided for by statute.

V. PREEMPTIVE RIGHTS.

Every shareholder, upon the sale 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

VI. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is located at 65 N.W. 16th Street, Homestead, Florida 33030 and the name of the initial registered agent of this corporation at this address is STEVEN D. LOSNER.

VII. **DIRECTORS.**

This corporation shall have three (3) 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 name and address of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Patricia Diaz Marin	18851 S.W. 294th Terrace Homestead, Florida 33030
Lino Marin, Jr.	18851 S.W. 294th Terrace Homestead, Florida 33030
Phyllis David	208 N.W. 19th Street Homestead, Florida 33030

The shareholders or directors shall elect a President and such other corporate officers from time to time as deemed advisable. Any two or more offices may be held by the same person. It shall not be necessary for any officer or director to own stock in the corporation.

VIII. **INCORPORATOR.**

The name and address of the person signing these Articles of Incorporation is: STEVEN D. LOSNER, 65 N.W. 16th Street, Homestead, Florida 33030.

IX. **MANAGEMENT.**

The business of this corporation may be conducted by its shareholders rather than by the Board of Directors. If managed by the shareholders, then an act authorized by a fifty one (51%) percent vote of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders.

X. **INDEMNIFICATION.**

The corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

XI. **DIRECTORS QUORUM AND VOTING.**

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of fifty one (51%) percent of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

XII. TRANSACTIONS BETWEEN RELATED CORPORATIONS.

No contract or transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are interested in, or is a director, officer or fiduciaries, of such other corporation or entity.

XIII. SHAREHOLDERS QUORUM AND VOTING.

Fifty one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

XIV. AMENDMENTS.

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on shareholders herein are granted subject to this reservation.

XV. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal place of business for the corporation is 18851 S.W. 294th Terrace, Homestead, Florida 33030.

The principal mailing address for the corporation is Post Office Box 901422, Homestead, Florida 33090.

3rd IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this day of November, 1998.


Steven D. Losner

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV -5 AM 10:53

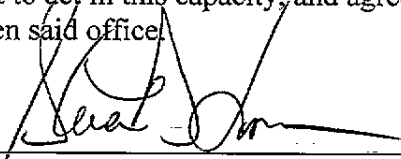
REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: SUPERIOR INTERNATIONAL LOGISTICS, INC., desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the County of Dade, State of Florida, has named STEVEN D. LOSNER as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Steven D. Losner, Registered Agent