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December 1, 1998

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: AIR & SEA INTERNATIONAL LOGISTICS OF MIAMI, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 for the filing fee.

Please return certified copy to:

Stephen A. Dunn
EMANUEL AND DUNN
P. O. Box 426
Raleigh, NC 27602

Daytime Telephone No. (919) 832-0329

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
AIR & SEA INTERNATIONAL LOGISTICS OF MIAMI, INC.

I, the undersigned, being a person of full age, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be Air & Sea International Logistics of Miami, Inc.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized is to conduct customs brokerage business in the State of Florida and to engage in any lawful act or activity for which corporations may be organized under laws of the State of Florida.

ARTICLE IV

The corporation shall have authority to issue 100,000 shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

The address of the initial registered office of the corporation in Florida is 1454 S.W. 134th Place, Miami, Florida 33184. The name of the initial registered agent at such address is William Joseph Kennedy.

ARTICLE VI

The number of Directors of the corporation may be fixed by the bylaws. The number of the Directors constituting the

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TALLAHASSEE, FLORIDA

(m)

initial Board of Directors shall be two (2), and the name and address of the persons who are to serve as Directors until the first meeting of the shareholders, or until their successors are elected and qualify, are:


NAME	ADDRESS
William Joseph Kennedy	1454 1451 S.W. 134th Place Miami, Florida 33184
Carol Carnes	P. O. Box 635 Morrisville, NC 27560-0635

ARTICLE VII

The name and address of the incorporator is:

NAME	ADDRESS
William Joseph Kennedy	1454 1451 S.W. 134th Place Miami, Florida 33184

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of November, 1998, and having been named as initial registered agent herein, I hereby accept my appointment as registered agent at the address of the initial registered office as set forth hereinabove for purposes of receiving service of process, that I am familiar with and accept the obligations of registered agent, and that I will perform the duties of my office and appointment in accordance with the laws of the State of Florida.



William Joseph Kennedy (SEAL)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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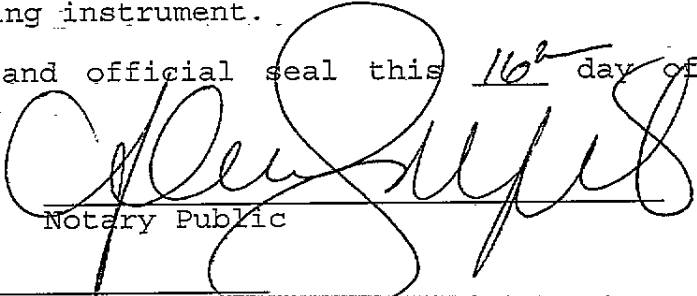
WJ

STATE OF FLORIDA

COUNTY OF Miami-Dade

I, YOLANDA GARCIA-MONTES, a Notary Public for said county and state, do hereby certify that William Joseph Kennedy personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official seal this 16th day of November, 1998.


Notary Public

My Commission Expires: _____

