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December 12, 1998

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

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-12/21/98--01120--012
*****122.50 *****78.75

Re: Articles of Incorporation for **Whitewing Logistics Corp.**
Our File #98-1024

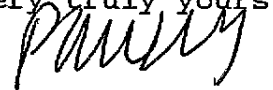
Gentlemen and/or Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for **Whitewing Logistics Corp.**, along with our check in the amount of \$122.50, representing the filing fee, etc.
Also enclosed please find the Designation of Registered Agent.

Please cause the Articles of Incorporation to be filed and provide the undersigned with a certified copy of the same.

Should you have any questions or need anything further, please contact the undersigned at the above-referenced address and/or telephone number. I thank you for your assistance in this matter.

Very truly yours,



PAUL M. MAY
For the Firm

PMM/pb

Enclosures

Pmc
12/23/98

FILED
98 DEC 21 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WHITEWING LOGISTICS CORP.**

FILED
98 DEC 21 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is WHITEWING LOGISTICS CORP.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of this corporation is 5535B NW 35th Avenue, Fort Lauderdale, Florida 33309.

ARTICLE III - DURATION

This corporation shall exist in perpetuity unless sooner dissolved according to law.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the State of Florida and the United States.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of this corporation are:

Stephanie Evansen

5535B NW 35th Avenue
Fort Lauderdale, FL 33309

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1).

The name and address of the initial director of this corporation are:

Stephanie Evansen

5535B NW 35th Avenue
Fort Lauderdale, FL 33309

ARTICLE VIII - INCORPORATORS

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

Stephanie Evansen

5535B NW 35th Avenue
Fort Lauderdale, FL 33309

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE X - POWERS

This corporation shall have all of the powers enumerated

in the Florida General Corporation Act.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIV - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote in the election shall have the right to cumulate his vote by giving one candidate as many votes as the number of directors at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 2nd day of December, 1998.

Stephanie Golden Evansen
STEPHANIE EVANSEN

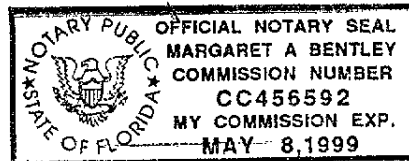
STATE OF FLORIDA)
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, this day personally appeared STEPHANIE EVANSEN, to me known and known to me to be the person described herein and who executed the foregoing Articles of Incorporation for the purposes therein expressed.

Sworn to and Subscribed before me this 2ND day of December, 1998 by STEPHANIE EVANSEN, who is personally known to me or who produced the following identification _____.

Margaret A Bentley
Notary Public, State of Florida

My Commission Expires:



DESIGNATION OF REGISTERED AGENT

(ATTACHED TO ARTICLES OF INCORPORATION AND MADE A PART HEREOF)

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Acts and made a part of the Articles of Incorporation of said corporation, to which this document is attached.

That WHITEWING LOGISTICS CORP., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named Stephanie Evansen, 5535B NW 35th Avenue, Fort Lauderdale, Florida 33309, as its registered agent to accept service of process within this state.



STEPHANIE EVANSEN
Registered Agent

FILED
98 DEC 21 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA