

P98000/06652

PAUL THILEM & CO
6554 NW 43RD COURT
CORAL SPRINGS, FL 33067
TEL. (954) 255-5435
FAX (954) 255-0299

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-12/21/98--01123--020
****122.50 *****78.75

Name of Person to contact:

Paul Thilem

Address & Phone Number:

as above

Amount of Money Sent:

\$122.50

FILED
98 DEC 21 AM 9:37
SECRETARY OF STATE
TALLAHASSEE FLORIDA

DEC 21 1998
[Signature]

ARTICLES OF INCORPORATION

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OUR SELVES TOGETHER FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION SHALL BE:
D & G EXPRESS, CORP.

ARTICLE II. NATURE OF BUSINESS

THIS CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND 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 FIVE HUNDRED (500) SHARES OF COMMON STOCK, OF ONE DOLLAR (\$1.00) PAR VALUE.

ARTICLE IV. INITIAL CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS WILL NOT BE LESS THAN ONE HUNDRED DOLLARS (\$100.00).

ARTICLES V. TERM OF EXISTENCE

THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.

ARTICLE VI. ADDRESS

THE INITIAL STREET ADDRESS IN THE STATE OF THE PRINCIPAL OFFICE OF THE COPORATION SHALL BE: .2595 NW 37TH ST.
BAY 7
MIAMI, FL 33143

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THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE
PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE TWO DIRECTOR INITALLY.

THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED
BY THE BY-LAWS ADOPTED BY THE SHAREHOLDERS BUT SHALL NEVER
BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTORS
OF THIS CORPORATION:

SERGIO DANIALS
1817 S. OCEAN DR.
PH 21
HALLANDALE, FL 33009

BORIS GOLUB
2595 NW 37TH ST
MIAMI, FL.33143

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE INCOPORATORS

SERGIO DANIALS
1817 S OCEAN DR
PH 21
HALANDALE, FL 33009

GOLUB LTD CO
129301 RUSSIA MOSCOW
LENINGRADSKYI PROSPECT
BLD 60A #47-48

ARTICLE IX. BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE
VESTED IN THE BOARD OF DIRECTORS AND SHAREHOLDERS.

ARTICLE X. AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY
PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY
AMENDMENT TO THEM, AND ANY RIGHT CONFERRED UPON THE
SHAREHOLDER IN SUBJECT TO THIS RESERVATION.

ARTICLE XI. S CORPORATION

THIS CORPORATION MAY BE AN S CORPORATION AS DEFINED BY THE
INTERNAL REVENUE CODE

ARTICLE XII VOTING REQUIREMENTS

IN ORDER TO CARRY A MAJORITY ON ANY AND ALL VOTES THERE
MUST BE AT LEAST 75% OF ALL OUTSTANDING STOCK VOTING IN
AGREEMENT IN ORDER FOR THE ISSUE BEING VOTED ON TO BE CARRIED
AND VALID.

ARTICLE XIII REGISTERED AGENT AND REGISTERED OFFICE

THE REGISTERED AGENT, PAUL THILEM, LOCATED AT 6554 NW 43RD
COURT, CORAL SPRINGS, FLORIDA 33067, ACCEPTS THIS POSITION AS
SIGNED BELOW:



PAUL THILEM

THE REGISTERED OFFICE WILL BE LOCATED AT 6554 NW 43RD COURT,
CORAL SPRINGS, FLORIDA 33067.

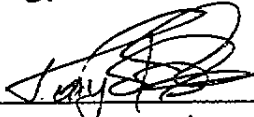



PAUL THILEM

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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, THE UNDERSIGNED, AS SUBSCRIBING INCORPORATORS, HAVE HEREINTO SET OUR HANDS AND SEALS THIS _____ DAY OF _____ FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND HEREBY MAKE AND FILE, IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA, THESE ARTICLES OF INCORPORATION, AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.

GOLUB LTD CO.


_____, Commercial Director
BORIS GOLUB


SWORN TO AND SUBSCRIBED BEFORE ME
THIS 15/98 DAY OF Dec.



NOTARY PUBLIC

