

WARREN P. GAMMILL

ATTORNEY AT LAW
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1101 BRICKELL AVENUE
MIAMI, FLORIDA 33131

WARREN P. GAMMILL
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RICARDO A. PUENTE

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December 24, 1998

P98000107740

Secretary of State
Florida Department of State
Annual Reports Filings
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Re: Incorporation of Intercarga Logistics Group, Inc.

Gentlemen:

Enclosed please find the following:

1. Articles of Incorporation
2. Certificate of Designation of Registered Agent/Registered Office
3. Check payable to the Department of State in the amount of \$82.25:

Incorporation fee	\$70.00
Certificate of Incorporation	\$ 8.75
Documentary Tax	<u>\$ 3.50</u>
	\$82.25

Thank you for your assistance.

Sincerely yours,

Warren P. Gammill

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TALLAHASSEE, FLORIDA

Enclosures

cc: Mr. Patricio Ruiz
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**ARTICLES OF INCORPORATION OF
INTERCARGA LOGISTICS GROUP, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I - NAME

The name of this corporation shall be:

INTERCARGA LOGISTICS GROUP, INC.

ARTICLE II - PURPOSES

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the Corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- (a) To buy, sell, auction, lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale, for the Corporation's own account or for the account of others.
- (b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever.
- (c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such business, or which may seem capable of being profitably dealt with in connection with any of the said business.
- (d) To operate and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.
- (e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and interest therein.
- (f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and, while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever, so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the

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preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements, processes, copyrights, trademarks and trade names or pending applications therefor, relating to or useful in connection with the business of the Corporation or any other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

(l) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, and the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

(n) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III – CAPITAL STOCK

The capital stock of this Corporation shall consist of 100,000 shares of common stock of a par value of \$.01 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America, by proper labor, by services, or by property, at a just valuation to be fixed by the directors.

ARTICLE IV – EXISTENCE

This Corporation is to have perpetual existence.

ARTICLE V – PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

11263 NW 58th Terrace
Miami, Florida 33178

ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this Corporation is 1101 Brickell Avenue, Suite 1700, Miami, Florida 33131.

The name of the initial registered agent of this Corporation at that address is WARREN P. GAMMILL, ESQ. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VII – ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation:

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefor.

(c) No contract or other transaction between the corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract, act or transaction of the Corporation with any person or persons, firm or corporation, and each and every person who may become a director of the Corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

(d) The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

(e) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the Corporation.

ARTICLE VIII – INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

WARREN P. GAMMILL, ESQ.
BIV Tower, Suite 1700
1101 Brickell Avenue
Miami, Florida 33131

ARTICLE IX – PREEMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of this corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE X – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote therein sign a written statement manifesting their intention that certain amendment to these Articles of Incorporation be made.

This Corporation shall begin existence as of the date of the execution of these Articles.

ARTICLE XI - BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors which shall have one director initially. The number of directors may be increased by the stockholders from time to time as provided in the By-laws of the Corporation.

The name and street address of the initial director is:

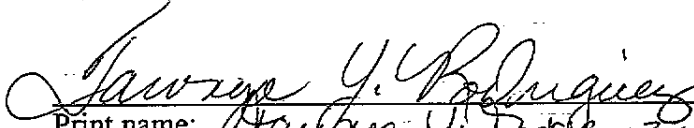
German Patricio Ruiz
11263 NW 58th Terrace
Miami, Florida 33178

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Miami-Dade County, Florida, for the uses and purposes aforesaid, this 24th day of December, 1998.

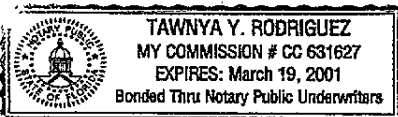

Warren P. Gammill

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

THE FOREGOING Articles of Incorporation were acknowledged before me this 24th day of December, 1998, by Warren P. Gammill, the subscriber to the said Articles of Incorporation. Warren P. Gammill is personally known to me.


Print name: Tawnya Y. Rodriguez
Notary Public, State of Florida

My commission expires:

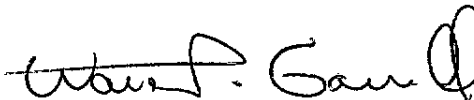


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Fla. Stat., the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **INTERCARGA LOGISTICS GROUP, INC.**
2. The name and address of the registered agent and office is:

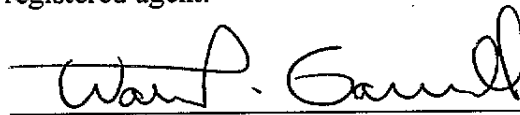
WARREN P. GAMMILL, ESQ.
BIV Tower, Suite 1700
1101 Brickell Avenue
Miami, Florida 33131



Warren P. Gammill
Date: December 24, 1998

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TALLAHASSEE, FLORIDA

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

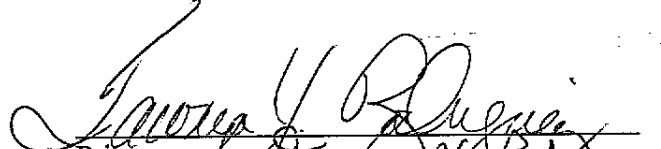


Warren P. Gammill

STATE OF FLORIDA)
)
MIAMI-DADE COUNTY)

THE FOREGOING Acceptance of Designation as Registered Agent was acknowledged before me this 24th day of December, 1998, by Warren P. Gammill, who is personally known to me.

My commission expires:



Print name: Tawnya Y. Rodriguez
Notary Public, State of Florida

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