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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 21 PM 2:04

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**

**INTERCARGO TRANSPORT & LOGISTICS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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## FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 21, 1999

EMPIRE

SUBJECT: INTERCARGO TRANSPORT & LOGISTICS, INC.  
REF: W99000001501

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ARTICLES OF INCORPORATION  
OF

99 JAN 21 PM 2:04

INTERCARGO TRANSPORT & LOGISTICS, INC. SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned does hereby subscribe to, acknowledge and files the following Articles of  
Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is INTERCARGO TRANSPORT & LOGISTICS, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business  
permitted under the laws of Florida, including, but not limited to, Import/Export, Non-vessel  
Operating Common Carrier (NVOCC), Vessel Operating Common Carrier (VOCC), and Freight  
Forwarder.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of \$10.00 par value common stock, which  
shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real  
or personal) or labor or services in lieu thereof at a just valuation to be fixed by the board of  
Directors. The initial capitalization of the corporation shall be in the sum of \$ 500.00.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and  
for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence on date of filing and shall exist perpetually

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Filed By: GONZALO PEREZ, JR., P.A., Gonzalo Perez, Jr., Esq. FL BAR # 0858463  
2151 Le Jeune Road, Suite 204, Coral Gables, FL 33134

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thereafter unless sooner dissolved according to law.

ARTICLE VI - 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 thereof (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 11800 SW 122 Place, Miami, Fl. 33186 and the name of the initial registered agent of this corporation is GONZALO PEREZ, JR., ESQ. whose address is 2151 Le Jeune Road, Suite 204, Coral Gables, Fl. 33134.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall by a majority vote determine that the corporation be managed by the shareholders. The name and address of the initial director(s) of this corporation is:

VOLER REMPEL  
c/o GONZALO PEREZ, JR., ESQ.  
2151 Le Jeune Road, Suite 204  
Coral Gables, Fl. 33134.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is:

GONZALO PEREZ, JR., ESQ. - 2151 Le Jeune Road, Suite 204, Coral Gables, Fl. 33134.

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ARTICLE X - INDEMNIFICATION

The corporation may, at its sole discretion, indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted; however, under no circumstances will the corporation indemnify such officer or director when the corporation itself has brought an action against the officer or director.

ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stock holders to the corporation.

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2151 Le Jeune Road, Suite 204, Coral Gables, FL 33134

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 20 day of January, 1999.

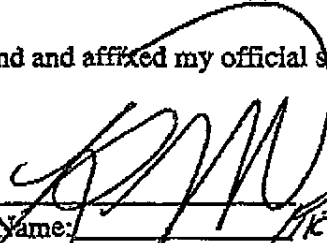
SUBSCRIBER:

  
Gonzalo Perez, Jr., Esq.

STATE OF FLORIDA     )  
                              )  
COUNTY OF DADE     )     SS

BEFORE ME, a notary public authorized to take acknowledgments in the State and County  
set forth above, personally appeared Gonzalo Perez, Jr., Esq. known to me and known by me to be  
the person who executed the foregoing Articles of Incorporation, and he acknowledged before me  
that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the  
State and County aforesaid, this 20 day of January, 1999.

  
Name: Richard A. Munoz  
NOTARY PUBLIC,  
STATE OF FLORIDA

My Commission Expires:



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P.06/07

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## INTERCARGO TRANSPORT &amp; LOGISTICS, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST THAT: INTERCARGO TRANSPORT & LOGISTICS, INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE  
OF FLORIDA, HAS NAMED GONZALO PEREZ, JR., ESQ. LOCATED AT 2151 LE JEUNE  
ROAD, SUITE 204, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Gonzalo Perez, Jr. Esq.

TITLE INCORPORATOR

DATE

1/20/99

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TALLAHASSEE, FLORIDA

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HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE

Gonzalo Perez, Jr., Esq.

DATE

1/20/99

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