

Law Offices of
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February 3, 1999

VIA AIRBORNE EXPRESS

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

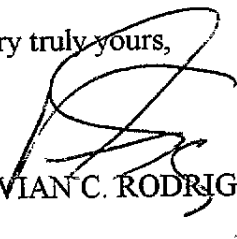
RE: New Filing: Global Cargo USA Inc.

Dear Sir/madam:

Enclosed please find the Articles of Incorporation for the referenced corporation, and a check for the filing fees, in the sum \$78.75, which includes the \$8.75 for a certificate of incorporation.

If you should have any questions, please contact me.

Very truly yours,


VIVIAN C. RODRIGUEZ

Enclosures

FILED
99 FEB -4 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

F. CHESLER FEB 8 1999

**ARTICLES OF INCORPORATION OF
GLOBAL CARGO USA INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE ONE

NAME AND ADDRESS

The name of the corporation is GLOBAL CARGO USA INC., and its initial address is 8437 NW 72nd Street, Miami, FL 33166.

ARTICLE TWO

CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE THREE

PURPOSE OR PURPOSES

The general purposes for which the corporation is organized are:

1. To engage in the business of freight forwarding, logistics, consolidators, warehousing, etc.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is ONE HUNDRED (100). Such shares shall be of a single class, and shall have a par value of ONE & 00/100 Dollars (\$1.00) per share.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE FIVE

REGISTERED OFFICE OR AGENT

The street address of the initial registered office of the corporation is 8437 NW 72nd Street, Miami, FL 33166 and the name of its initial registered agent at such address is PABLO M. OLAYA.

ARTICLE SIX

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2). The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
BELLA S. ARGUELLO	<u>17933 SW 154 Ave Miami, FL</u>
LEONARDO A. HERNANDEZ	<u>4100 S.W. 125 Ave. Miami, FL</u>

ARTICLE SEVEN

INCORPORATORS

The name and address of each incorporator is:

Name	Address
BELLA S. ARGUELLO	<u>17933 SW 154 Ave Miami, FL</u>
LEONARDO A. HERNANDEZ	<u>4100 S.W. 125 Ave</u>

The foregoing instrument was executed by the undersigned at Miami, Miami-Dade County, Florida on the 13th day of NOVEMBER 1998.

SIGNATURE OF INCORPORATOR(S):

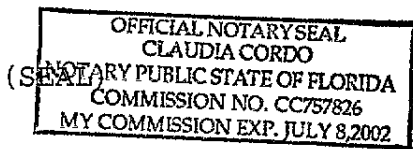
Bella Arguello
BELLA S. ARGUELLO

Leonardo Hernandez
LEONARDO A. HERNANDEZ

STATE OF FLORIDA

COUNTY MIAMI-DADE

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared **BELLA S. ARGUELLO and LEONARDO A. HERNANDEZ**, who (X) are personally known to me, or () provided _____ as identification, who did take an oath, and they acknowledged before me that they executed the foregoing articles of incorporation for the purposes stated therein.



Claudia Cordo

NOTARY PUBLIC, STATE OF FLORIDA
Claudia Cordo

Print Name of Above Notary

ACCEPTANCE OF REGISTERED AGENT

I, PABLO M. OLAYA, having been designated as the resident agent for **GLOBAL CARGO USA INC.** hereby accept such appointment as resident agent for the said corporation. I **FURTHER STATE** that I am familiar with the duties and obligations of a resident agent, as prescribed by the Florida General Corporation Act, and agree to fulfill the same.

P.M.O.

PABLO M. OLAYA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA