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KIRKPATRICK & LOCKHART LLP

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February 10, 1999

Secretary of State of Florida/Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

Re: Millennium Cargo & Logistics, Inc.

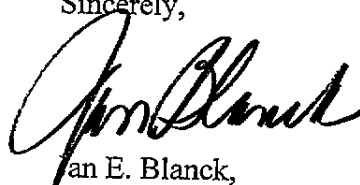
Ladies and Gentlemen:

Enclosed are Articles of Incorporation, in duplicate, as prepared for Millennium Cargo & Logistics, Inc. Also enclosed is our check in the amount of \$78.75 in payment of filing fees, registered agent fees and a certified copy of the Articles. Please return the certified copy of the articles to me.

Thank you for your cooperation with this matter.

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Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Clayton E. Parker

cc: Clayton E. Parker, Esq.

**ARTICLES OF INCORPORATION
OF
MILENNIUM CARGO & LOGISTICS, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of MILENNIUM CARGO & LOGISTICS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation (the "Corporation") is MILENNIUM CARGO & LOGISTICS, INC.

ARTICLE II

ADDRESS

The street address of this Corporation shall be c/o Kirkpatrick & Lockhart LLP, 201 South Biscayne Boulevard, 20th Floor, Miami, Florida 33131.

ARTICLE III

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE IV

PURPOSE

The purpose of the Corporation shall be to engage in any and all business permitted according to the laws of the United States and Florida.

ARTICLE V

CAPITAL STOCK

The maximum number of shares of stock which this Corporation is authorized to issue is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Kirkpatrick & Lockhart LLP, 20th Floor, 201 South Biscayne Boulevard, Miami, Florida 33131, and the registered agent for the Corporation at that address shall be Clayton E. Parker.

ARTICLE VII

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are:

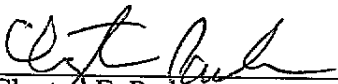
Name

Address

Clayton E. Parker

c/o Kirkpatrick & Lockhart LLP
201 South Biscayne Boulevard
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of February, 1999.



Clayton E. Parker,
Incorporator

CERTIFICATE OF REGISTERED AGENT

OF

MILLENNIUM CARGO & LOGISTICS, INC.

Having been named to accept service of process for MILLENNIUM CARGO & LOGISTICS, INC., at the place designated in the foregoing Articles of Incorporation, Clayton E. Parker agrees to act in this capacity and is familiar with and accepts the obligations provided in Section 607.0505 of the Florida Business Corporation Act.

DATE: February 10, 1999


Clayton E. Parker

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99 FEB 24 AM 10:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA