

Michael I. Rose, P.A.

Attorneys at Law

P99000022590

MUSEUM TOWER, SUITE 1525
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
TELEPHONE (305) 373-6300
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October 12, 1999

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

700003022777-4
-10/22/99-01099-001
*****43.75 *****43.75

RE: **ADVANCED PERISHABLE LOGISTICS, CORP.**
Amendment to the Articles of Incorporation

Dear Sir or Madam:

Enclosed herewith please find an original and one (1) copy of the Certificate of Amendment to the Articles of Incorporation for the above-referenced corporation, and my check in the amount of \$43.75 representing the filing, and certified copy fees.

Please return a certified copy of the Amended Articles of Incorporation to the undersigned as quickly as possible.

Thank you for your anticipated cooperation.

Very truly yours,

Michael I. Rose
MICHAEL I. ROSE

MIR:srk

Enclosures

Michael I. Rose GAVE
AUTHORIZATION BY PHONE TO
CORRECT *the word corporations*
to be spelled out.
DATE *11-24-99*
DOC EXAM *Ania Chesnut*

Amend
11-23
ad

FILED
99 NOV 22 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 4, 1999

MICHAEL J. ROSE, P.A.
ATTORNEYS AT LAW
150 WEST FLAGLER ST., STE 1525
MIAMI, FL 33130

SUBJECT: ADVANCED PERISHABLE LOGISTICS CORPORATION
Ref. Number: P99000022590

We have received your document for ADVANCED PERISHABLE LOGISTICS CORPORATION and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The current name of the entity is as referenced above. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Anna Chesnut
Corporate Specialist

Letter Number: 399A00053376

*file
11-22*

**CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION OF
ADVANCED PERISHABLE LOGISTICS CORPORATION**

THE UNDERSIGNED President of ADVANCED PERISHABLE LOGISTICS CORPORATION hereby certifies to the Secretary of State of Florida that pursuant to a meeting of shareholders of the afore-named corporation, duly noticed and held on October 6th, 1999, it was unanimously:

RESOLVED that the Articles of Incorporation are hereby amended as follows:

ARTICLE I - NAME

The name of the corporation shall be: ADVANCED PERISHABLE LOGISTICS CORPORATION

ARTICLE II - NATURE OF BUSINESS

1. The general nature of the business and the objects and purposes proposed to be transacted and carried on, or to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

To engage in any and all types of business of whatsoever kind or nature which are legal and proper pursuant to the laws of this State and the United States of America; to do all things as are necessary to the accomplishment of the purposes set forth herein.

2. To buy, sell, deal in, lease, hold or improve real estate and the fixtures and personal property incidental thereto or connected therewith; and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments or any interest therein and to improve the same, and generally to hold, manage, deal with and improve the property of the company; and to sell, lease, mortgage, pledge or otherwise dispose of the lands, tenements and hereditaments or other property of the company; to make, enter into, perform and carry out contracts for constructing, altering,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

decorating, maintaining, furnishing, fitting up and improving buildings of every sort and kind; to advance money to and enter into contracts and arrangements of all kinds with builders, property owners and others.

3. To borrow money and contract debts for the transaction of its business and 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 times or payable upon the happening of a specified event or events, whether acquired by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired by any other lawful objects.

4. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this State or any other State or Government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

5. To purchase, hold, sell and transfer shares of its own capital stock; subject, however, to such limitations as may be provided by law, and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders quorum or vote.

6. To purchase or otherwise acquire, directly and/or through ownership of stock in any corporation, all or any part of the business, good will, rights, property and assets or of any individual, and to pay for the same in cash with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased, or to conduct in any lawful manner the whole or any part

of the business so acquired, provided that such business is within the authorization of the laws of the State of Florida, and any Acts amendatory thereto; and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

7. To enter into general partnerships, limited partnerships (whether the corporation be a limited or general partnership), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth herein jointly or in common with others, so long as the corporation would have the power to do so alone.

8. Without limiting any of the objects and powers of the corporation, it is expressly declared and provided that the corporation shall have power in carrying on its business, or for the purpose of accomplishment of any of the purposes or attainment of any of the objects hereinabove mentioned, to make and perform contracts of any kind and description and do any and all other acts and things and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of Florida upon corporations formed under those laws, and which a co-partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of common stock outstanding at any one time shall be 1,000 shares, having a nominal or par value of One Dollar (\$1.00) per share, all of one class.

ARTICLE IV- INITIAL CAPITAL.

The corporation will begin business with no less than the sum of One Thousand (\$1,000.00) Dollars.

ARTICLE V - TERM OF EXISTENCE

The corporation is to have perpetual existence.

ARTICLE VI - ADDRESS

The street address of the corporation shall be:

8410 N.W. 17th Street
Miami, Florida 33126

ARTICLE VII - DIRECTORS

The number of Directors shall be at least one (1). The number of directors may be increased or decreased from time to time in such manner as may be prescribed by the By-Laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a Director or Officer of the corporation, and any person who serves at the request of this corporation, as a Director or Officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his/her having heretofore or hereafter being a Director or Officer of this corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him/her as such Director or Officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him/her in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable for negligence or willful misconduct in the performance in his/her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he/she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such

person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be effected or invalidated by the fact that any of the Directors of the 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 the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any Director of the corporation who is also a Director or Officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, and by vote there at to authorize any such contract or transaction, with the like force and effect as if he/she were not such Director or Officer of such other corporation or not so interested.

**ARTICLE VIII - INITIAL DIRECTORS, OFFICERS,
REGISTERED AGENT AND REGISTERED
ADDRESS OF THE CORPORATION**

The name and street address of the first Board of Directors is:

NAME	OFFICE	ADDRESS
Luis De Castro	President/Director	7521 West Treasure Drive N. Bay Village, Fl 33141
Laura De Castro	Secretary/Director	7521 West Treasure Drive N. Bay Village, Fl 33141

The Registered Agent and Registered Address of the corporation is:
Luis De Castro, 8410 N.W. 17th Street, Miami, Florida 33126.

ARTICLE IX - SUBSCRIBERS

The name and street address of the Subscriber to these Articles of Incorporation and the number of shares and amount taken was as follows:

NAME	ADDRESS	NUMBER OF SHARES	AMOUNT INVESTED
Luis De Castro	7521 West Treasure Drive N. Bay Village, Fl 33141	1,000	\$1,000.00

ARTICLE X -REGULATION OF BUSINESS

The following provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, and limiting and regulating the powers of the corporation, its Stockholders and Directors, are hereby adopted as part of these Articles of Incorporation:

1. The Board of Directors from time to time 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 shall be open to the inspection of the Stockholders, and no Stockholder shall have any right to inspect any account or document of the corporation except as conferred by statute, or authorized by the Board of Directors, or by resolution of the Stockholders.
2. The corporation may, in its By-Laws, confer powers upon its Board of Directors or Officers in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.
3. Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their respective meetings and to have one or more offices within or without the

State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes), outside the State of Florida at such places as may from time to time be designated by the Board of Directors.

4. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon Stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida, this 14 day of October, 1999.

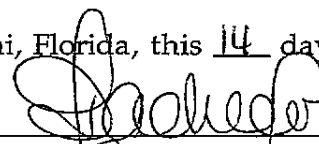
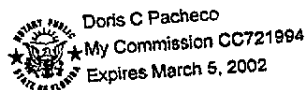


LUIS DE CASTRO, President

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME the undersigned authority, personally appeared Luis De Castro, to me well known to be the person described in and who executed the foregoing Articles of Incorporation ADVANCED PERISHABLE LOGISTICS CORPORATION and who after first being duly sworn, deposes and states upon his/her oath, that he/she made and subscribed the same for the purposes and uses therein mentioned and set forth and that he/she authorized by law to do so.

WITNESS my hand and official seal at Miami, Florida, this 14 day of October, 1999.



NOTARY PUBLIC-
State of Florida at large