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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

CARIBBEAN CARGO SYSTEM INC.

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION
OF

CARIBBEAN CARGO SYSTEM INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: CARIBBEAN CARGO SYSTEM INC.

The principal place of business of this corporation shall be: 2139 N.W. 79 ave. Miami, Florida 33122

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares \$1.00 par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

JEAN PAUL GASPARD (VICE PRESIDENT)
2139 N.W. 79 ave.
Miami, Florida 33122

Massimo Santucci (PRESIDENT)
2139 N.W. 79 ave.
Miami, Florida 33122

Prepared By: Michael I. Santucci, Esq.
FBN 0105160
5201 N.W. 74th Ave.
Miami, Florida 33166
1-800-714-6191

ARTICLE VI INCORPORATOR(S)

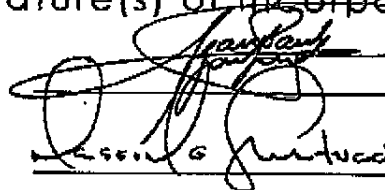
The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

JEAN PAUL GASPARD 2139 N.W. 79 ave. miami, Florida 33122

MASSIMO SANTUCCI 2139 N.W. 79 ave. Miami, Florida 33122

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, _____ day of _____ 1999

Signature(s) of Incorporator(s)



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, 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:

CARIBBEAN CARGO SYSTEM INC.

2. The name and address of the registered agent and office is:

MASSIMO SANTUCCT 2139 N.W. 79 Ave.

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33122

(CITY/STATE/ZIP)

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99 MAR 22 PM 3:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE

Massimo Santucci

TITLE

President

DATE

March 22, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

Massimo Santucci

DATE March 22, 1999