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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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TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.**UNICARGA INTL' FREIGHT SYSTEMS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Bm 3/24/99

ARTICLES OF INCORPORATION OF

UNICARGA INTL' FREIGHT SYSTEMS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be: UNICARGA INTL' FREIGHT SYSTEMS, INC.

The Address of the corporation shall be: 8012 NW 29 STREET, SUITE 201, MIAMI, FLORIDA 33122-1077

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 par value that this corporation is authorized to have outstanding at any one time is 500 shares of Common stock, par value of \$1.00.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

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

MARCOS A. HERNANDEZ
8012 NW 29 STREET, SUITE 201
MIAMI, FLORIDA 33122-1077

ARTICLE VI INCORPORATOR (S)

The name and street address of the incorporator to this articles of incorporation is:

MARCOS A. HERNANDEZ
8012 NW 29 STREET, SUITE 201
MIAMI, FLORIDA 33122-1077

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IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this

Monday, March 22, 1999.

Marcos A. Hernandez
Incorporator's signature

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING instrument was acknowledged and sworn to before me this Monday, March 22, 1999 by
MARCOS A. HERNANDEZ of UNICARGA, CORP.

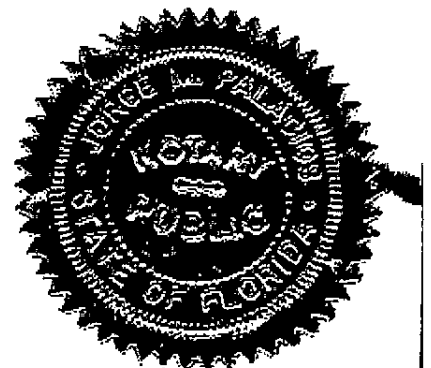
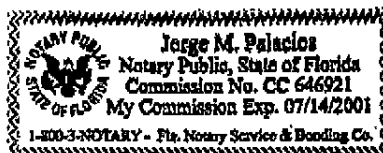
Marcos A. Hernandez

Jorge M. Palacios
NOTARY PUBLIC
My commission expires 07-14-2001

¹ PREPARED BY S.B.M.C., INC.
8012 NW 29 STREET, MIAMI, FL. 33122
(305) 597-7043 FAX (305) 597-7158

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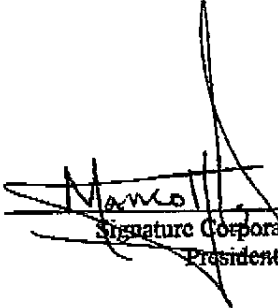


**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

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 is: UNICARGA INTL' FREIGHT SYSTEMS, INC.
2. The name and address of the registered agent and office is:

MARCOS A. HERNANDEZ
8012 NW 29 STREET, SUITE 201³
MIAMI, FLORIDA 33122-1077



Signature Corporate Officer
President

Dated: Monday, 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 OF REGISTERED AGENT

DATED: Monday, March 22, 1999

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