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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 APR 21 AM 11:47

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FLORIDA PROFIT CORPORATION OR P.A.

BEE COURIER SYSTEMS CORP.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BEE COURIER SYSTEMS CORP.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of FLORIDA.

ARTICLE I NAME

The name of the corporation shall be:
BEE COURIER SYSTEMS CORP.

ARTICLE II NATURE OF BUSINESS

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

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV ADDRESS

The street address of the initial registered office of the corporation shall be:
8416 NW 66 ST.
MIAMI, FLORIDA 33166,
and the name of the initial Registered Agent for the corporation at that address is HUMBERTO GUZMAN.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

Rene J. Claraveza
Accountant
13706 SW 56 ST. #104
Miami, FL 33175
(305) 595.3020

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ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or

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of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

HUMBERTO GUZMAN - Vice president/Treasurer
EDUARDO CASTANOS -President/Secretary

ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

HUMBERTO GUZMAN
8416 NW 66 ST.
MIAMI, FLORIDA 33166

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 27TH day of MARCH, 1999.

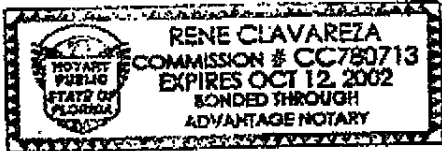
Incorporator:

Humberto Guzman

The foregoing instrument was executed and acknowledged before me at Miami, County of Miami Dade, State of Florida, this 27th day of March, 1999 by Humberto Guzman ("Incorporator"), who is personally known to me ~~on whose behalf~~ ~~XXXXXXXXXXXXXXXXXXXX~~ ~~XXXXXXXXXXXXXXXXXXXX~~ as ~~identification~~ and who ~~did~~/did not take an oath.

Rene Clavarez
Notary Public
State of _____
My Commission Expires: _____

(SEAL)



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DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of FLORIDA. BEE COURIER SYSTEMS CORP., a corporation organizing under the laws of the State of FLORIDA, with its principal office located at:

8416 NW 66 ST. MIAMI, FLORIDA 33166

HUMBERTO GUZMAN has named: HUMBERTO GUZMAN 8416 NW 66 ST. MIAMI, FLORIDA 33166

as its Agent to accept service of process within this State.

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ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

Registered Agent:

[Handwritten signature of Humberto Guzman]

BEFORE ME, the undersigned authority, this day personally appeared Humberto Guzman ("Registered Agent"), at Miami

County of Miami-Dade, State of Florida, who is personally

known to me ~~as who showed~~ and who ~~did~~ did not take an oath and who, after being duly sworn, depos-

es and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 27th day of March, 1999.

[Handwritten signature of Notary Public] Notary Public State of My Commission Expires:

