

LAW OFFICES
OF
MILLER & ZACHMAN, P.A.

621 SOUTH FEDERAL HIGHWAY
POST OFFICE BOX 9
FORT LAUDERDALE, FLORIDA 33302
TELEPHONE (954) 463-3765
(954) 462-5777

ALICIA ZACHMAN

P99000047638

May 18, 1999

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

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-05/21/99--01078--003
*****78.75 *****78.75

Re: Articles of Incorporation of Advance Cargo Expeditors, Inc.

Dear Sir/Madam:

Enclosed herein please find an original and copy of the Articles of Incorporation of Advance Cargo Expeditors, Inc.

Please file these Articles of Incorporation in accordance with Florida Statutes, Section 607.164(4), and upon completion of the filing process, return one certified copy to this office.

If convenient, would you please call to advise of the filing date and file number.

We have enclosed our check in the amount of \$78.75 which represents the filing fees for said corporation.

Thanking you for your kind cooperation in this matter, I am,

Very truly yours,


Alicia Zachman

AZ:rl1
Encls.

FILED
MAY 21 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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52697
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ARTICLES OF INCORPORATION
OF
ADVANCE CARGO EXPEDITORS, INC.

FILED
99 MAY 21 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION AND CORPORATE ADDRESS

The name of this corporation is ADVANCE CARGO EXPEDITORS,
INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of
transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 5,000 shares of
common stock with a par value of \$1.00.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address and initial registered office address
of this corporation is:

6713 NW 84 Avenue
Miami, FL 33166

and the name of the initial registered agent of the corporation at
that address is LINCOLN BLACKWOOD.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this
corporation is:

6713 NW 84 Avenue
Miami, FL 33166

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the Bylaws but shall never be less than two (2).

The names and addresses of the initial directors of this corporation are:

LINCOLN BLACKWOOD
1050 NW 191 Avenue
Pembroke Pines, FL 33029

ADRIAN WILLIAMS
786 NW 151 Avenue
Pembroke Pines, FL 33028

MERIL BLACKWOOD
1050 NW 191 Avenue
Pembroke Pines, FL 33029

ARTICLE VIII - INCORPORATION

The names and addresses of the persons signing these Articles are:

LINCOLN BLACKWOOD
1050 NW 191 Avenue
Pembroke Pines, FL 33029

ADRIAN WILLIAMS
786 NW 151 Avenue
Pembroke Pines, FL 33028

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - INITIAL ISSUE OF STOCK

Shares of the capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

LINCOLN BLACKWOOD 300 Shares

ADRIAN WILLIAMS 100 Shares

ARTICLE XI - MEETINGS BY CONFERENCE

Members of the Board of Directors may participate in special meetings by conference telephone as provided by law, but regular meetings of the Board of Directors must be attended, in fact, in person, by each Director.


ARTICLE XII - INDEMNIFICATION


This corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XIII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of May, 1999.


LINCOLN BLACKWOOD


ADRIAN WILLIAMS

STATE OF FLORIDA

COUNTY OF BROWARD

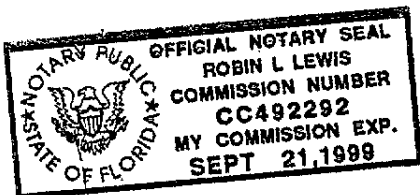
BEFORE ME, the undersigned authority, appeared LINCOLN BLACKWOOD and ADRIAN WILLIAMS, who to me are well known to be the

persons described in and who subscribed the above articles of incorporation, who are personally known to me or who produced drivers licenses as identification and they freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 18th day of May, 1999.

Robin L. Lewis
Notary Public, State of Florida

My Commission Expires:



FILED
99 MAY 21 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Lincoln Blackwood
LINCOLN BLACKWOOD