

MORTON H. SILVER

Attorney at Law

P99000048934

April 13, 1999

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Hon. J. Kassees
Directors Office
Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

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*****78.75 *****78.75

Privileged & Confidential

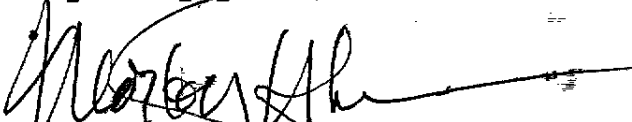
In re: Registration of ELIZABETH FREIGHTWAYS, Inc.

Dear Sir:

Enclosed please you will find duly executed articles for the above corporation, together with a check in the sum of \$78.75 to cover the costs of registering same.

Thank you very much for your usual help.

Very truly yours,


MORTON H. SILVER

MHS:gn
encl.
sent: overnight mail
cc. Hernando Gutierrez

SECRETARY ELIZABETH FREIGHTWAYS 041399

FILED
99 MAY 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Bm 5/28/99

ARTICLES of INCORPORATION
of
ELIZABETH FREIGHTWAYS, Inc.

99 MAY 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned incorporators under these Articles of
Incorporation, in order to form a corporation under the laws of
Florida, hereby certify:

ARTICLE 1 - The name of the corporation is:

ELIZABETH FREIGHTWAYS, Inc.

ARTICLE 2 - This corporation is to exist perpetually.

ARTICLE 3 - The general purposes for which this corporation
is organized is:

(a) To engage in the business of transportation, freight forwarding, and movement of cargo and property for hire by motor vehicle, aircraft, watercraft, and other means of conveyance, as a common carrier, or otherwise; and furnishing every kind of support service to trucking companies, shipping companies and airlines, including, but not limited to administration, office personnel, cargo handling, motor vehicle, vessel and aircraft maintenance, ticket handling and cargo ticket sales and promotion, import and export documentation and services, custom documentation and any other service in connection with the transportation business, both at wholesale or retail, as principal or agent, and any other business in connection therewith.

(b) To carry on the business of import and export of general merchandise, foodstuffs, mercantile goods and wares and any other goods, merchandise or products of every kind and description in all foreign and domestic markets, to act as consultants, brokers, commission men, factors and agents for buyers and sellers, both foreign and domestic. To purchase and sell goods that are permitted by the laws of the United States to be handled in interstate commerce, and world foreign trade. To acquire, use, and operate equipment, materials, and supplies, and maintain all things necessary to effect the purpose and objectives that are required in this type of business as above and herein generally described.

(d) To do anything which a corporation may lawfully do under the laws of the State of Florida.

ARTICLE 4- The street and mailing address of the initial principal office of the corporation is: 15001 N.W. 42nd Avenue, Suite 37, Opa locka, Florida 33054-2324.

ARTICLE 5- The aggregate number of shares of stock which the corporation shall have authority to issue is 50 shares of no par value, capital stock.

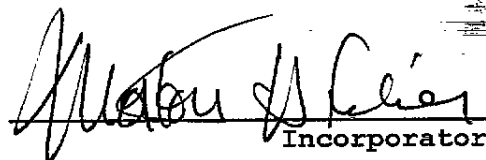
ARTICLE 6- The street address of the initial registered office of the corporation is 24000 Tennessee Road, Homestead, Florida 33031; and the name of its initial registered agent at such address is: Morton H. Silver.

ARTICLE 7- This corporation shall have not less than one director on the Board of Directors initially. The By-Laws may increase or diminish the number of directors, but shall never be less than one. The names and addresses of the members of the first Board of Directors are:

Name: Morton H. Silver
Address: 24000 Tennessee Road, Homestead, Florida 33031.

ARTICLE 8- The name and address of each incorporator of the corporation is:

Name: Morton H. Silver
Address: 24000 Tennessee Road, Homestead, Florida 33031.


Incorporator

STATE OF FLORIDA:

Acknowledgment

COUNTY OF DADE :

PERSONALLY APPEARED before me, the undersigned authority, Morton H. Silver, to me well known as the person(s) described as Incorporator(s) in the above Articles of Incorporation, and acknowledged it to be his/her/their deed.

WITNESS my hand and seal this 26 day of April 1999 at City of Miami, County of Dade, State of Florida.


Notary Public- State of Florida


My Commission Expires:



REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above named corporation and to act as its Registered Agent at the place designated in the foregoing Certificate, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of said duties.

Dated: April 12 1999.



REGISTERED AGENT

Morton H. Silver

24000 Tennessee Road

Homestead, Florida 33031

CORPELIZABETHFREIGHTWAYS041399

FILED
99 MAY 28 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE FLORIDA