

P99000048953

ALVAREZ & ALVAREZ, INC
9445 SW 40 STREET-SUITE 105
Miami, FL . 33165

Date MAY 14, 1999

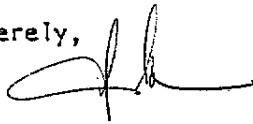
Document Examiner
New Filing Section
Secretary of State
Division of Corporations
P.O. BOX 6327
TALLAHASSEE - FLORIDA 32314
Dear Sir:

Please return the enclosed articles of incorporation to us, at the
above address, for the following corporation:

PRIME INTERNATIONAL EXPRESS CORPORATION

Thank you.

Sincerely,



SONJA C. VILABOA

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****122.50 *****78.75

Enclosures

FILED
1999 MAY 28 AM 8:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Furinton MAY 20 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 20, 1999

SONIA C. VILABOA
9445 S.W. 40 ST. STE. 105
MIAMI, FL 33165

SUBJECT: PRIME INTERNATIONAL EXPRESS CORPORATION
Ref. Number: W99000011877

We have received your document for PRIME INTERNATIONAL EXPRESS CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 899A00028092

Certificate of Incorporation

Of PRIME INTERNATIONAL EXPRESS CORPORATION

We, the undersigned, hereby associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida by and under the provisions of the statutes of the State of Florida, providing for the formation, rights, privileges, immunities and liabilities of incorporation for profit.

Article I

The name of the corporation shall be: PRIME INTERNATIONAL EXPRESS CORPORATION

Article II

The corporation will engage in any activity or business permitted under the laws of the State of Florida and of the United States of America.

Article III

The maximum number of shares which the corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock, which shares shall be of one dollar each (\$1.00).

All stock is to be issued as fully paid and exempt from assessment.

Article IV

The pledge, sales, transfer or other disposition of the capital stock may be governed and restricted by the by-laws or written agreement among the stockholders which shall be on file in the office of the corporation.

Article V

The amount of capital with this corporation may begin doing business shall be not less than one hundred dollars (\$100.00).

Article VI

The existence of the corporation is perpetual.

Article VII

The initial post office address of the principal office of the corporation in the State of Florida is
9445 BIRD ROAD SUITE 105 - MIAMI FLA 33165

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida. The registered address of the corporation is

9445 BIRD ROAD SUITE 105 - MIAMI FLA 33165

The registered Agent at the registered address is GERARDO SALAZAR

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Article VIII

The business of the corporation shall be managed by a Board of Directors consisting of not less than one (1) nor more than (2) directors. A quorum for the holding of meetings of the board of directors and for the transaction of any business which will be properly done by the directors on behalf of the corporation shall consist of a majority of the members thereof; but the directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held pursuant to call being duly made and as though the said act had been done and authorized at a meeting at which a quorum had been present, or such duties may be delegated to an Executive Committee.

Article IX

The names and post office addresses of the members of the first Board of Directors and the state of Corporate Officers are as follows:

Name	Title	Address
<u>GERARDO SALAZAR</u>	<u>PRESIDENT</u>	<u>9802 NW 31 ST MIAMI FL. 33172</u>
<u>IRMA SALAZAR</u>	<u>SEC/TREASURER</u>	<u>9802 NW 31 ST MIAMI FL. 33172</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Article X

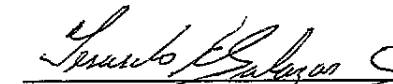
The names and post office addresses of the subscribers of the articles of incorporation and number of shares that they agree to take are:

Name	Address	No. of Shares
<u>GERARDO SALAZAR</u>	<u>9802 NW 31 ST MIAMI FL 33172</u>	<u>250</u>
<u>IRMA SALAZAR</u>	<u>9802 NW 31 ST MIAMI FL 33172</u>	<u>250</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Article XI

The stock of the corporation may be issued pursuant to the provisions of the Section 1244 of the Internal Revenue Code, so that the stockholders of the corporation may receive the benefits provided thereunder.

IN WITNESS WHEREOF, we have here unto set our hands and seal this 14th
day of MAY 1999



GERARDO SALAZAR



IRMA SALAZAR

FILED

1999 MAY 28 AM 8 32 3

State of Florida
County of Dade

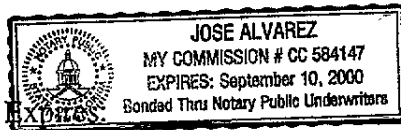
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY THAT on this day, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments under the laws of the State of Florida,

GERARDO SALAZAR AND IRMA SALAZAR

to me well known to be the persons described in and who executed the foregoing Certificate of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand official seal at City of Miami, State of Florida, this 14th
day of MAY OF 1999



My Commission EXPIRES:

[Signature]
Notary Public, State of Florida at Large.

Certificate designating place of business or domicile for the service of process within Florida, naming Agent upon whom process may be served.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that PRIME INTERNATIONAL EXPRESS CORPORATION
(Name of Corporation)

Desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Miami, State of Florida, has named GERARDO SALAZAR
(Name of Registered Agent)

located at 9445 BIRD ROAD SUITE 105 MIAMI FL 33165
(Street address and number of building. P.O. box address is not acceptable)

City of Miami, State of Florida, as its Agent to accept service of process within Florida.

Signature

[Signature]

Title

PRESIDENT

Date

MAY 14, 1999

Having been named to accept service of process for the above state 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.

Signature

[Signature]
(Registered Agent)

Date

MAY 14, 1999