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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-07/12/99-01099-005-  
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July 9, 1999

Honorable Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Ruben Valdes  
7007 NW 30 Street  
Miami, FL 33122-1328

Dear Ms. Secretary of State:

Enclosed is original and one copy of Articles of Incorporation of Unique Transportation Services, Inc.

Also, enclosed is a \$ 122.50 check to cover charter tax, filing fee, certified copy and resident agents' fee.

Thank you for your attention to this matter.

Sincerely,

Encl.

ARTICLES OF INCORPORATION

OF

UNIQUE TRANSPORTATION SYSTEMS, INC.

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TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is:

UNIQUE TRANSPORTATION SYSTEMS, INC.

Article II - Duration

This corporation shall have perpetual existence.

Article III - Purpose

This corporation may engage in any activity of business allowed under the laws of the United States of America and of the State of Florida.

- A) To conduct freight business activities. Including transportation of merchandise for export and, import all kinds of merchandise.
- B) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other States, districts, territories, countries, or colonies.
- C) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- D) In general, to carry on any other business in connection with the foregoing, and to have exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things here in above set forth to the same extent as natural persons might or could do, subject only to the limitations of law.

Article IV - Capital Stock

This corporation is authorized to issue 6,000 shares of one dollar and no cents (\$1.00) par value common stock.

Article V - Preferences, Limitations and Relative Rights of Shares of Capital Stock.

Section 1. Rights upon Liquidation or Disolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting rights.

Except as otherwise provided bylaw, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Article VI - Preemptive Rights.

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent.

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

7007 N.W 30 Street  
Miami, Florida 33122-1328

Other offices for the transaction of business may be located wherever the Director may deem necessary or expedient. The name of the initial registered resident agent of this corporation at this address is:

Ruben Valdes

Article VIII - Initial Board of Directors.

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation are:

Ruben Valdes	and,	John Juelich
7007 NW 30 Street		7007 NW 30 Street
Miami, Florida 33122		Miami, FL 33128

Article IX - Incorporator.

The name and address of the person signing these articles is:

Ruben Valdes  
7007 N.W. 30 Street  
Miami, Fl 33122-1328

Article X - Bylaws.

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

Article XI - Approval of Shareholders Required for Merger.

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not such approval is required by law.

Article XII. Indemnification.

The corporation shall indemnify any officer or director, to the full extent allowed by law.

Article XIII - Amendment.

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 07 of JULY of 1999.

[Signature]

Subscriber

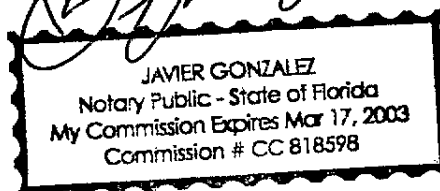
STATE OF FLORIDA )  
COUNTY OF DADE ) ss

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared:

X RUBEN VALDES

The foregoing instruments is acknowledged before me this 07 JULY 1999 by Ruben Valdes as the person who executed this article of incorporation, and acknowledge before me that he executed the same document for the purpose therein expressed and who did take and oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 07 day of JULY, 1999.



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 Ruben Valdes

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 Ruben Valdes  
located at 7007 N.W. 30 Street  
City of Miami  
State of Florida

as its agent to accept services of process within Florida.

SIGNATURE  
TITLE  
DATE

[Signature]  
C.E.O.  
7/7/99

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 the capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE  
DATE

[Signature]  
7/7/99

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99 JUL 12 PM 5:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA