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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

FLORIDA PROFIT CORPORATION OR P.A.

Progresar Transportes, Inc.

Certificate of Status	1
Certified Copy	0
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F. CHESNEY

AUG 10 1999

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

Article I. Name

The name of this Florida corporation is:
Progresar Transportes, Inc.

Article II. Address

The mailing address of the Corporation is:
Progresar Transportes, Inc.
1101 Brickell Avenue
Suite 1100
Miami FL 33131

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Article III. Registered Agent

The name and address of the registered agent of the Corporation is:
J. David Peña
1101 Brickell Avenue
Suite 1100
Miami FL 33131

Article IV. Board of Directors

The name of each member of the Corporation's Board of Directors is:
Rene Castrillon

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

J. David Peña | FL Bar Member 0651400
Peña & Sidosca
1101 Brickell Avenue
Suite 1100
Miami FL 33131
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Article V. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article VI. Incorporator

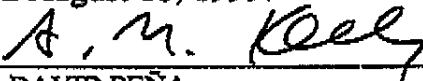
The name and address of the incorporator is:

J. David Peña
Peña & Sidlosca
1101 Brickell Avenue
Suite 1100
Miami FL 33131

Article VII. Corporate Existence

These Articles of Incorporation shall become effective and the corporate existence will begin on August 10, 1999.

The undersigned incorporator executed these Articles of Incorporation on August 10, 1999.



J. DAVID PEÑA
by A.M. Kelly as attorney-in-fact

J. David Peña | FL Bar Member 0651400
Peña & Sidlosca
1101 Brickell Avenue
Suite 1100
Miami FL 33131
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

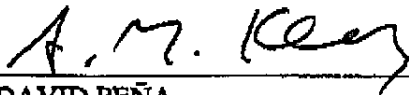
Progresar Transportes, Inc.

REGISTERED AGENT/OFFICE:

J. David Peña
1101 Brickell Avenue
Suite 1100
Miami FL 33131

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TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



J. DAVID PEÑA
by A.M. Kelly as attorney-in-fact

Date: August 10, 1999

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