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August 23, 1999

U.S. EXPRESS MAIL

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Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: Amended and Restated Articles of Incorporation  
of CARGOSOURCE.COM Inc.

Ladies and Gentlemen:

Enclosed for filing please find two copies of the Amended and Restated Articles of Incorporation for CARGOSOURCE.COM Inc. together with a check in the amount of \$35.00 for the filing fee.

If you have any questions or need additional information, please contact me at (305) 373-0300.

Sincerely,



Louis R. Montello

Enclosures

*Amend + Restate  
8-31-99  
DHS*

**FILED**  
99 AUG 25 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CARGOSOURCE.COM INC.

99 AUG 25 PM 2:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Original Articles of Incorporation filed with  
the Florida Department of State on  
August 13, 1999

On August 19, 1999, the Board of Directors and shareholders of CARGOSOURCE.COM Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is CARGOSOURCE.COM Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 444 Brickell Avenue, Suite 514, Miami, Florida 33131.

ARTICLE III

Capital Stock

The aggregate number of shares of all classes of capital stock that this Corporation shall have authority to issue is eleven million (11,000,000) shares, consisting of (i) ten million (10,000,000) shares of common stock, par value \$0.01 per share (the "Common Stock"), and (ii) one million (1,000,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

The designations and the preferences, limitations and relative rights of the Preferred Stock and the Common Stock are as follows:

A. Provisions Relating to the Preferred Stock.

1. General. The Preferred Stock may be issued from time to time in one or more classes or series, the shares of each class or series to have such designations and powers, preferences, and rights, and qualifications, limitations and restrictions thereof as are stated and expressed herein and in the resolution or resolutions providing for the issue of such class or series adopted

by the Board of Directors as hereinafter prescribed.

2. Preferences. Subject to the rights of the holders of the Corporation's common Stock, as set forth in Section B of this Article III, authority is hereby expressly granted to and vested in the Board of Directors to authorize the issuance of the Preferred Stock from time to time in one or more classes or series, to determine and take necessary proceedings fully to effect the issuance and redemption of any such Preferred Stock, and, with respect to each class or series of the Preferred Stock, to fix and state by the resolution or resolutions from time to time adopted providing for the issuance thereof the following:

a. whether or not the class or series is to have voting rights, full or limited, or is to be without voting rights;

b. the number of shares to constitute the class or series and the designations thereof;

c. the preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any class or series;

d. whether or not the shares of any class or series shall be redeemable and if redeemable the redemption price or prices, and the time or times at which and the terms and conditions upon which such shares shall be redeemable and the manner of redemption;

e. whether or not the shares of a class or series shall be subject to the operation of retirement or sinking funds to be applied to the purchase or redemption of such shares for retirement, and if such retirement or sinking fund or funds be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

f. the dividend rate, whether dividends are payable in cash, stock of the Corporation, or other property, the conditions upon which and the times when such dividends are payable, the preference to or the relation to the payment of the dividends payable on any other class or classes or series of stock, whether or not such dividend shall be cumulative or noncumulative, and if cumulative, the date or dates from which such dividends shall accumulate;

g. the preferences, if any, and the amounts thereof that the holders of any class or series thereof shall be entitled to receive upon the voluntary or involuntary dissolution of, or upon any distribution of the assets of, the Corporation;

h. whether or not the shares of any class or series shall be convertible into, or exchangeable for, the shares of any other class or classes or of any other series of the same or any other class or classes of the Corporation and the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be made, with such adjustments, if any, as shall be stated and expressed or provided for in such resolution or resolutions; and

i. such other special rights and protective provisions with respect to any class or series as the Board of Directors may deem advisable.

The shares of each class or series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing class or series by a resolution, adding to such class or series authorized and unissued shares of Preferred Stock not designated for any other class or series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing class or series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such class, or series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

B. Provisions Relating to the Common Stock.

1. Voting Rights. Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any class or series of the Preferred Stock, as hereinabove provided, all rights to vote and all voting power shall be vested exclusively in the holders of the Common Stock.

2. Dividends. Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, stock or otherwise.

3. Liquidating Distributions. Upon any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock shall have been paid in full the amounts to which they shall be entitled (if any) or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests to the exclusion of the holders of the Preferred Stock.

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

#### ARTICLE IV

##### Registered Office and Registered Agent

The street address of the Corporation's registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, Miami, Florida 33131, and the name of its registered agent at such office is Louis R. Montello.

#### ARTICLE V

##### Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

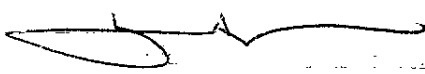
#### ARTICLE VI

##### Board of Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on August 19, 1999.

CARGOSOURCE.COM INC.

By:   
Ignacio Arcaya,  
Chief Executive Officer

**CERTIFICATE  
OF THE  
CHIEF EXECUTIVE OFFICER  
OF  
CARGOSOURCE.COM INC.**

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of CARGOSOURCE.COM Inc. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has only one class of capital stock outstanding and the Corporation's sole shareholder duly adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by unanimous written consent on August 19, 1999, pursuant to Section 607.0704 of the Florida Business Corporation Act.

**CARGOSOURCE.COM INC.**

By: \_\_\_\_\_

  
Ignacio Arcaya,  
Chief Executive Officer