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LAWRENCE M. SCHANTZ
Member of the Firm



Schantz
Schatzman &
Aaronson, P.A.

September 3, 1999

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

FILED
SEP - 7 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed for filing are duplicate executed copies of the Articles of Incorporation of Freight Asset Holding, Corp., together with this Firm's check in the amount of \$122.50 to cover the \$35.00 filing fee, \$35.00 Registered Agent's fee, and \$52.50 for a certified copy of the Articles which you are requested to return to me in the enclosed self-addressed, stamped envelope.

Very truly yours,

SCHANTZ, SCHATZMAN, AARONSON & PERLMAN, P.A.


LAWRENCE M. SCHANTZ

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122.50 **78.75

LMS\ea

Enclosures

ARTICLES OF INCORPORATION

- OF -

FREIGHT ASSET HOLDING CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is FREIGHT ASSET HOLDING CORP.

ARTICLE II - DURATION

This corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purposes of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$0.10 par value common stock which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133,, and the name of the registered agent of this corporation at that address is LAWRENCE M. SCHANTZ. The address of the corporation's principal office is the same as the address of its registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE M. SCHANTZ	2601 South Bayshore Street Suite 1600 Miami, Florida 33133

ARTICLE VII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
LAWRENCE M. SCHANTZ	2601 South Bayshore Drive Suite 1600 Miami, Florida 33133

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

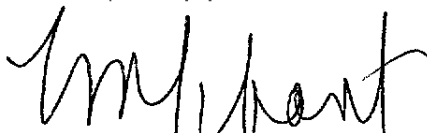
ARTICLE X - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, 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 3rd day of September, 1999.



LAWRENCE M. SCHANTZ

STATE OF FLORIDA

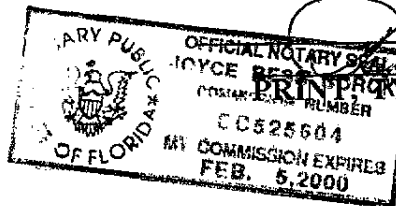
)

:SS.:

COUNTY OF MIAMI DADE

)

SWORN TO AND SUBSCRIBED before me this 3rd day of September, 1999, by
LAWRENCE M. SCHANTZ.





NOTARY PUBLIC
PRINT TYPE OR STAMP NAME OF NOTARY

Personally known X
or Produced Identification _____
Type of Identification Produced _____

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF RESIDENT AGENT

Certificate Designating Place of Business or Domicile for the Service of Process
Within this State, Naming Agent Upon Whom Process May Be Served.

**(Attached to the Articles of Incorporation of
FREIGHT ASSET HOLDING CORPORATION
and Made a Part Thereof)**

Pursuant to Chapters 48.091 and 607.0501, Florida Statutes, the following is submitted
in compliance with said Acts and made a part of the Articles of Incorporation of said corporation
to which this document is attached:

THAT, FREIGHT ASSET HOLDING CORP., desiring to organize under the laws of
the State of Florida, with its registered office as indicated in the Articles of Incorporation in the
City of Miami, Miami-Dade County, State of Florida, has named **LAWRENCE M. SCHANTZ,**
as its Registered Agent to accept service of process within this State.

ACCEPTANCE

THAT, I agree as Resident Agent to accept Service of Process; to keep office open during
prescribed hours; to post my name (and any other officers of said corporation authorized to
accept service of process at the above Florida designated address) in some conspicuous place in
office as required by law.



**LAWRENCE M. SCHANTZ,
Resident Agent**