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THE UNITED STATES CORPORATION COMPANY

99 DEC -9 AM 11: 57

SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 509351 7194987

AUTHORIZATION : *Patricia Pruitt*

COST LIMIT : \$ 78.75

ORDER DATE : December 9, 1999

ORDER TIME : 10:33 AM

000003065250-7

ORDER NO. : 509351-005

CUSTOMER NO: 7194987

CUSTOMER: Ms. Cinzia Nicoloso
CREATION MANAGEMENT
CREATION MANAGEMENT
5th Floor
930 Washington Avenue
Miami, FL 33139

DOMESTIC FILING

NAME: BOUNTY FREIGHT AGENCY CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
Pat 12/9/99

ARTICLES OF INCORPORATION
OF
BOUNTY FREIGHT AGENCY CORPORATION

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ARTICLE I

The name of the corporation is BOUNTY FREIGHT AGENCY CORPORATION, (hereinafter called the "Corporation").

ARTICLE II

The initial address of the principal office and the mailing address of the Corporation is 8550 N.W. 17th Street, Suite 100, Miami, Florida 33126.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than fifty (50) percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 8550 N.W. 17th Street, Suite 100, City of Miami, County of Miami-Dade, State of Florida 33126 and the name of its initial registered agent at such office is Trond S. Jensen.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one (1) director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is five (5), and the

names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified are:

Trond S. Jensen
8550 N.W. 17th Street, Suite 100
Miami, Florida 33126

Paul Jasinski
8550 N.W. 17th Street, Suite 100
Miami, Florida 33126

Joan Burton Jensen
8550 N.W. 17th Street, Suite 100
Miami, Florida 33126

Robert Chester
8550 N.W. 17th Street, Suite 100
Miami, Florida 33126

Julio Pinto
8550 N.W. 17th Street, Suite 100
Miami, Florida 33126

ARTICLE VII

The name of the Incorporator is Trond S. Jensen and the address of the Incorporator is 8550 N.W. 17th Street, Suite 100, Miami, Florida 33126.

ARTICLE VIII

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

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 7th day of December, 1999.

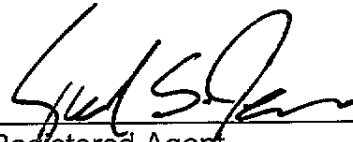


Trond S. Jensen, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BOUNTY FREIGHT AGENCY CORPORATION hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

Trond S. Jensen



Registered Agent

Dated: December 7, 1999

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