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September 15, 1999

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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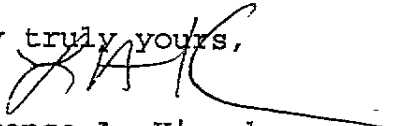
Re: PORT BROKERS, INC.
PORT AIR CARGO INTERNATIONAL CORP.

Enclosed herein please find and original and (1) ONE copy of the Applications by Foreign Corporation for Authorization to Transact Business in Florida for the above named New York entities. Enclosed please find 2 checks made payable to Florida Department of State in the amount of \$70.00 for the corporate filing fees. WHEN THE DOCUMENT IS FILED PLEASE RETURN IT TO MY ATTENTION IN THE SECOND FED EX ENVELOPE I HAVE ENCLOSED.

Please return proof of filing to this office in the enclosed Federal Express envelope for your convenience.

Thank you for giving this matter your attention.

Very truly yours,



Lawrence A. Kirsch

LAK/ss
Enc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. PORT AIR CARGO INTERNATIONAL CORP.
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK
(State or country under the law of which it is incorporated)

3. 3/6/78 4. Perpetual
(Date of Incorporation) (Duration)

5. 11 2504031
(Federal Employer Identification number, if applicable)

6. Pending the filing of this application
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 152-72 ROCKAWAY BLVD., JAMAICIA NY 11434
(Current mailing address)

8. FREIGHT FORWARDING
(Corporate purpose and nature of business in which it is engaged in Florida)

9. Names and addresses of officers and or directors:

A. Directors:

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

B. Officers:

President: Eugene F. Hayes

Address: 152-60 Rockaway Blvd.
Jamaica, NY 11434

Vice President: _____

Address: _____

Secretary: Betty Hayes

Address: 152 60 Rockaway Blvd.
Jamaica, NY 11434

Treasurer: _____

Address: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: Trisha Powell

Office Address: 10500 NW 26th Street, Suite 102A
Miami, Florida 33172

Zip Code

11. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered agent's signature: Trisha Powell

12. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

13. [Signature]
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. Eugene F. Hayes, President
(Name and capacity of person signing application)

State of New York } ss:
Department of State

I hereby certify, that the certificate of incorporation of PORT AIR CARGO INTERNATIONAL CORP. was filed on 03/06/1978, with perpetual duration, and that a diligent examination has been made of the index of corporation papers filed in this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation.

The Biennial Statement is past due.



Witness my hand and the official seal of the Department of State at the City of Albany, this 10th day of September one thousand nine hundred and ninety-nine.

A handwritten signature in cursive script, appearing to read "J. Fluehr".

Special Deputy Secretary of State