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FLORIDA PROFIT CORPORATION OR P.A.
SURAIR CARGO AIRLINES, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
SURAIR CARGO AIRLINES, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person, competent to contract, hereby forms a Corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the Corporation shall be SURAIR CARGO AIRLINES, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 8260 West Flagler Street, Suite 1E, Miami, Fl 33144.

ARTICLE III.

PURPOSES

The purpose for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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TALLAHASSEE, FLORIDA

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ARTICLE IV.

CAPITAL STOCK

The maximum number of shares that this corporation is to have outstanding at any one time is One Thousand (1,000) shares of common stock, having a nominal or par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors but in no event shall be less than \$1.00.

ARTICLE V.

TERM

This corporation shall commence existence on the date of the filing of these Articles of Incorporation and shall have perpetual existence.

ARTICLE VI.

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for this corporation shall be Moneque S. Walker, Esquire and the Registered Office shall be located at 8260 West Flagler Street, Suite 1E, Miami, Florida 33144 or at such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with the law.

The aforementioned location does not constitute the principal office.

ARTICLE VII.

DIRECTORS

This corporation shall have not less than one nor more than three directors, as set forth in the By-Laws. The names and street addresses of the first board of directors of this corporation which, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until its successors have been elected and qualified, are:

NAME: JUAN CARLOS NARVAEZ

TITLE: President

ARTICLE VIII.

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Moneque S. Walker, Esquire, 8260 W. Flagler Street, Suite 1E, Miami, Florida 33144.

ARTICLE IX.

INSPECTION OF BOOKS AND RECORDS

The corporation shall from time to time determine whether and to what extent and at what times and places and under what conditions and regulations the accounts and books of the corporation (other than the stock book) or any of them shall be open to inspection of shareholders; and no shareholder shall have the right of inspecting and accounts, book or document of this corporation except as conferred by statute, unless authorized by a resolution of the shareholders or

the board of directors.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of the corporation shall be indemnified by the corporation, as permitted by law, against all expenses and liability, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such officer or director may be entitled.

ARTICLE XI.

TELEPHONE MEETING AUTHORIZED

Members of the board of directors or of any executive committee designated by the board of directors in accordance with law shall be deemed present at any meeting of the board of directors or executive committee, as the case may be, if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and be heard by all other persons, is used.

ARTICLE XII.

AMENDMENT

These Articles of Incorporation may be amended in the manner and with the vote provided by law.

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IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami,
Dade County, Florida this 10 day of October, 2001.

Moneque S. Walker
MONEQUE S. WALKER
Incorporator

CERTIFICATE OF ACCEPTING DESIGNATION
AS
REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of SURAIR CARGO AIRLINES, INC. and agree to serve as its agent to accept service of process within this State at its Registered Office.

Moneque S. Walker
MONEQUE S. WALKER

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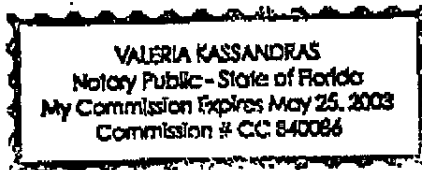
STATE OF FLORIDA)
COUNTY OF DADE }

BEFORE ME, the undersigned authority, this day personally appeared Moneque S. Walker to me known to be the individual described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she signed and executed same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Dade County, Florida this 10th day of October, 2001.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE

My Commission Expires:



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