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*P.O. Box 026062
Miami FL 33102
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July 15, 2004

Via Federal Express Priority

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Ground Ocean Air Logistics, Inc. d/b/a G.O.A.L.

To Whom It May Concern:

Enclosed please find check #201708 as the filing fee of \$78.75 to incorporate Ground Ocean Air Logistics, Inc. and to obtain a Certificate of Status. Also attached please find an original of the Articles of Incorporation.

Should you have any questions, please contact this office.

Very truly yours,

A handwritten signature in black ink, appearing to read "Ana Mariduena".

Ana Mariduena
Legal Assistant

RLR:am

Encls.

**ARTICLES OF INCORPORATION
OF
GROUND OCEAN AIR LOGISTICS, INC.**

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ARTICLE I

The name of the corporation is Ground Ocean Air Logistics, Inc.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is:

501 Raven Ave
Miami Springs, FL 33166

Mailing address: 501 Raven Ave
Miami Springs, FL 33166

ARTICLE III

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

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>	Class of <u>Stock</u>
1,000	\$0.01	Common

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 By-laws; or
- (2) If the holders of not less than 50 percent of the persons entitled to vote 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 501 Raven Ave, Miami Springs, FL 33166, and the name of its initial registered agent at such office is Eric Williams.

ARTICLE VI

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. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Eric J. Williams
501 Raven Ave
Miami Springs, FL 33166

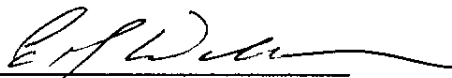
ARTICLE VII

The name and address of the Incorporator is Eric Williams, 501 Raven Ave, Miami Springs, FL 33166

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 12th day of July 2004.


Eric J. Williams (Incorporator)

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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


Eric J. Williams (Registered Agent)
Dated: July 12, 2004

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