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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

FLORIDA PROFIT CORPORATION OR P.A.

AEROSUR CARGO EXPRESS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

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BM 9/30

**ARTICLES OF INCORPORATION
OF
AEROSUR CARGO EXPRESS, INC.**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

AEROSUR CARGO EXPRESS, INC.

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STATE OF FLORIDA
CORPORATION DIVISION

ARTICLE II PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be:

**10920 NW 7TH STREET
UNIT 601
MIAMI, FL 33172**

ARTICLE III NATURE OF BUSINESS

The general nature of the business to be transacted by the corporation and its object and powers shall be engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 THOUSAND SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLARS PER SHARE.
The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence from the date of the incorporates execution and adoption of these Articles of Incorporation.

ARTICLE VI INTIAL REGISTERED AGENT AND OFFICE STREET ADDRESS

The name and address of the initial registered agent is:

WILLIAM ORTIZ
10920 NW 7TH STREET
UNIT 601
MIAMI, FL 33172

ARTICLE VII DIRECTOR(S)

The name(s) and street address (es) of the director(s) to these Articles Of Corporation is (are):

PRESIDENT
WILLIAM ORTIZ
10920 NW 7TH STREET
UNIT 601
MIAMI, FL 33172

VICEPRESIDENT/SECRETARY
WALTER ORTIZ
7701 SHARON LAKES ROAD
SUITE Z
CHARLOTTE, NC 28210

ARTICLE VIII INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

**PRESIDENT
WILLIAM ORTIZ
10920 NW 7TH STREET
UNIT 601
MIAMI, FL 33172**

**VICEPRESIDENT/SECRETARY
WALTER ORTIZ
7701 SHARON LAKES ROAD
SUITE Z
CHARLOTTE, NC 28210**

Corporator(s) has(have) executed these Articles of Incorporation this September 29, 2004



Signature

Signature

Signature

ARTICLE IX AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Stockholders, and approved at the Stockholder's meeting by a majority of the stock entitle to vote thereon, unless all the Directors and all the Stockholder's sign a written statement manifesting their intention that a certain amendment of these Article of Incorporation be made.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED PLACE OF BUSINESS OR DOMICILE FOR THE PROCESS WITHIN THE STATE OF FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the Undersigned Corporation, organized under laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

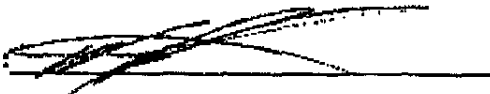
AEROSUR CARGO EXPRESS, INC.

2. The name and address of the registered agent and office is:

**WILLIAM ORTIZ
10920 NW 7TH STREET
UNIT 601
MIAMI, FL 33172**

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT PURSUANT TO F.S. 607.050(3).

SIGNATURE: 

DATE: September 29, 2004

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STATE OF FLORIDA
CORPORATION DIVISION