

# P96000027257

OFFICE USE ONLY (Document #)

MARTA BAQUES B.A.  
(Requestor's Name)  
 930 E. 16th PLACE  
(Address)  
 MIAMI, FL. 33010 305-887-2691  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. NICARAGUA AIR CARGO INCORPORATED  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

COMMERCIAL REGISTER  
 MARCH 22 11:11:29  
 STATE OF FLORIDA

CR2E01(9/92)

Examiner's Initials

GB 3/28/96

ARTICLES OF INCORPORATION

OF

NICARAGUA AIR CARGO INCORPORATED

RECORDED  
NOV 11 1979

STATE  
FLORIDA

WE, the undersigned, hereby associate together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provision of the laws of said state, providing for the information, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME, ADDRESS AND AGENT

The name of this corporation shall be:  
NICARAGUA AIR CARGO INCORPORATED

(hereinafter referred to as the corporation.) Its Registered and principal office shall be:  
located at 9745 S.W. 72th STREET #100, MIAMI, FL. 33173

\_\_\_\_\_ in the County of Dade. Its Registered Agent shall be GEORGINA VAZQUEZ, located at ----  
9745 S.W. 72th ST. #100, MIAMI, FL. 33173 County of Dade,  
State of Florida.

ARTICLE II

NATURE OF BUSINESS

Section I. The general nature of the business and objects and purposes to be transacted, promoted and carried on are to do any and all things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

a. To carry on business in the United States or any foreign -- country or countries, to buy, sell, import, export, lease, sub-lease, hold, procure, transport, manufacture, acquire and deal generally, both whole-sale and retail, in goods and services of all types, both as principal and

agent, in any part of the world.

b. To enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association and/or corporation.

c. To exchange in the currency of foreign countries and the currency of the United States.

d. To issue bonds, debentures, and/or obligations of the company from time to time, for the objects and purposes of the company, and to secure the same by mortgage pledge, deed or--- trust, or otherwise.

e. To purchase, hold and reissue the shares of its - - - capital stock; and to subscribe to purchase, or otherwise - acquire, or to guarantee, or to become surety in respect to the stock, bonds or other securities and obligations of the company and other companies.

f. To do all of such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or proper for the -- -- -- accomplishment of any of the purposes or the attainment of any of the objectives herein enumerated or incidental to the powers herein named, or which shall at any time appear -- conducive or expediente for the protection or benefit of the corporation.

g. No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all lawful powers contained in the laws of the State of Florida, now or in the future, to be enacted are hereby ---

included in and made a part thereof by reference.

h. In general, to carry on any incidental business in connection with the foregoing, whether manufacturing or -- otherwise and to have and exercise all the powers conferred by the laws of the State of Florida upon corporations of this character.

i. NONE

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ARTICLE III

CAPITAL STOCK

The capital stock of the corporation shall consist of:

a. ONE HUNDRED (100) shares of \$1.00 par value. For incorporation purposes, each share will have a nominal value set at -- ONE DOLLAR (\$1.00 ). per share as consideration.

b. Said shares of common stock to have par value. All shares to be issued fully paid and non-assessable. The capital stock of this -- Corporation may be paid in lawful money of the United States or in property labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors. Said determination of just value fixed by the Board of Directors is to be conclusive proof of said value.

c. All of the common stock is to have one vote per share in the control of the management of the corporation.

d. The holders of these shares of common stock are to have pre-emptive rights in the purchase of subsequent issues of stock.

e. In the event any shareholder be unable to attend a shareholder's meeting, the shareholder may vote his share or shares by proxy, one -- share representing one vote.

ARTICLE IV

INITIAL CAPITAL

The amount of capital with which the corporation shall begin -- business shall be not less than ONE HUNDRED DOLLARS (100.00)

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

BOARD OF DIRECTORS

The Board of Directors shall consist of not less than ONE  
( 1 ) persons.

ARTICLE VII

INITIAL DIRECTORS AND OFFICERS

The names and addresses of the first Board of Directors who,-  
subject to the provisions of these Articles of Incorporation, the By-Laws  
and the Act of the Legislature approved June 1, 1925, and the acts amend-  
atory thereto, shall hold <sup>office</sup> for the first year of the corporation's---  
existence, or until their successors are elected and shall have qualified,  
are the following:

<u>Title:</u>	<u>Name:</u>	<u>Address:</u>
PRES/SEC/TREAS.	GEORGINA VAZQUEZ	2012 S.W. 131 PL. MIAMI, FL. 33175-1341

ARTICLE VIII

SUBSCRIBERS

The names and the addresses of each subscriber to these Articles  
of Incorporation and the number of shares which each agrees to take are  
as follows:

<u>NAME &amp; TITLE</u>	<u>ADDRESS</u>	<u>SHARES</u>
GEORGINA VAZQUEZ	2012 S.W. 131 PL. MIAMI, FL. 33175-1341	100

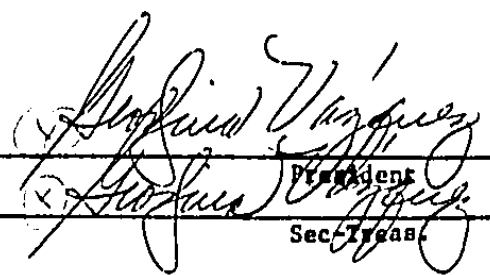
ARTICLE IX

BY-LAWS

The regulation of the business and the conduct of the affairs- of the corporation and the provision creating and limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders of the corporation, shall be controlled by the By-Laws which shall be adopted by the stockholders of the corporation as soon as practicable after the corporation shall be formed, which said By-Laws may,- from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS, WHEREOF, the undersigned have made and signed these Articles of Incorporation at \_\_\_\_\_, Dade County, Florida, for the uses and purposes aforesaid.

Witnesses

  
\_\_\_\_\_  
President  
\_\_\_\_\_  
Sec. Treas.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

First: That NICARAGUA AIR CARGO INCORPORATED desiring to organize under the Laws of the State of FLORIDA, with its principal office, as indicated in the articles of Incorporation at 9745 S.W. 72th ST. #100, MIAMI, FL. 33175-1341 County of DADE State of Florida, has named GEORGINA VAZQUEZ

located at 9745 S.W. 72th STREET #100, MIAMI, FL. 33173

(Street address and number of Building)

City of MIAMI

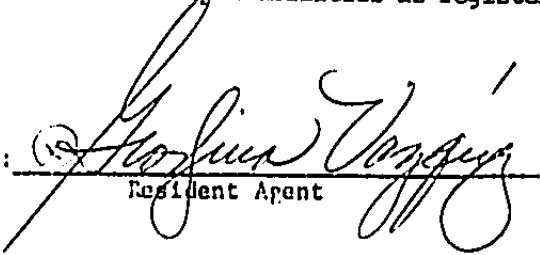
County of DADE

State of FLORIDA, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT.- Must be signed by designated agent.-

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By:

  
Resident Agent

RECEIVED  
SECRETARY  
TALLER

FILED



I HEREBY CERTIFY that on this 19th day of MARCH  
1996, before me personally appeared GEORGINA VAZQUEZ  
and \_\_\_\_\_, President and Secretary-Treasurer  
respectively, to me well known to be the persons described as subscribers  
in and who executed the foregoing ARTICLES OF INCORPORATION and  
acknowledged before me that they subscribed to those Articles of Incor-  
poration.

IN WITNESS WHEREOF, I have hereunto set my official seal  
and hand at HIALEAH, Dade County, this 19th day of MARCH  
1996 A. D.

My Commission expires:

  
\_\_\_\_\_  
Notary Public, State of Florida

