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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

100002192841--0
-05/28/97--01025--018
****172.50 ****172.50

SUBJECT: Airtrans International Air Cargo, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Wesley L. King
Name (Printed or typed)
1123 Battle Ridge Drive
Address
Independence, KY 41051
City, State & Zip
1-606-282-6300
Daytime Telephone number

FILED
97 MAY 22 AM 11: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

nc 5/23/97

Florida Department of State, Sandra B. Morham, Secretary of State

CERTIFICATE OF DOMESTICATION

The undersigned, Wesley L. King, President,
(Name) (Title)

of Airtrans International Air Transportation, Inc. a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 docs hereby certify:

1. The date on which corporation was first formed was March 7TH, 19 95
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was The State of Ohio
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Airtrans International Air Transportation, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Airtrans International Air Cargo, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was
Cincinnati, Hamilton County, Ohio

I am President, of Airtrans international Air Cargo, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 20TH day of May 19 97

Wesley L. King
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$122.50
Total to domesticate and file	\$172.50

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AIRTRANS INTERNATIONAL AIR CARGO, INC.

The undersigned, who is a citizen of the United States of America, desiring to form a corporation for profit under Chapter 607 and 621 Florida Statutes, does hereby certify:

ARTICLE I: The name of said corporation shall be Airtrans International Air Cargo, Inc.

ARTICLE II: The place in the State of Florida where the corporation's principal office is to be located is Orlando, Orange County, Florida. The corporation's mailing address is 12179 South Apopka Vineland Road, Suite 301, Orlando, Florida, 32836.

ARTICLE III: The maximum number of shares which the corporation is authorized to have outstanding is 850 shares without par value, designated as common stock.

Such shares without par value may be issued pursuant to subscription taken by the Incorporator for such kind and amount of consideration as the Incorporator may determine, and, after organization for such amount or amounts and kind or kinds of consideration as may, from time to time, be fixed by the Board of Directors.

The Board of Directors may in its discretion fix different amounts or kinds of consideration for the issuance of shares, now or hereafter authorized, without par value, whether issued at the same or different times and may, in its discretion, determine that only a part of the amount or amounts of consideration received by the corporation shall be stated as capital.

Any and all shares without par value so issued, for which the consideration fixed by the Incorporator or by the Board of Directors has been paid, shall be fully paid and nonassessable.

ARTICLE IV: The Incorporator hereby appoints Sol H. Proctor, a natural person resident in the state of incorporation, upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. His complete address is 1015 Blackstone Building, Jacksonville, Florida 32202.

ARTICLE V: The name and address of the Incorporator is Wesley L. King whose address is 1123 Battle Ridge Drive, Independence, Kentucky 41051.

ARTICLE VI: The purpose or purposes for which it is formed are:

a. To do any type of business and activities which a corporation may be empowered to engage in under the Law of Florida.

b. To acquire by purchase, lease, exchange or otherwise, to own, hold, use, manage, develop, plat, improve, mortgage, and to sell, lease, mortgage, exchange and otherwise deal in real estate and any interest or right therein either for its own account or for the account of others; to own, erect, construct, rebuild, repair, manage and control, lease, buy and sell houses, apartments, offices, warehouses, shops, factories, and any and all other types of buildings and structures; and to make and obtain loans on real estate, and to buy, sell, own, and to otherwise deal in, mortgages, mortgage bonds or notes, land contracts, land trust certificates, leases and other evidences of indebtedness secured by real estate or by a lien thereon or any interest therein.

c. To enter into, make, perform and carry out contracts of any kind and description made for any lawful purpose, without limit as to amount, with any person, firm, association, or corporation, either public or private, or with any territory or government or agency thereof.

d. To borrow money; to draw, make, accept, endorse, transfer, assign, execute, and to issue bonds, debentures, whether convertible or not, promissory notes and other evidences of indebtedness, for any purpose; to convey, transfer, lease, assign, deliver, mortgage or pledge any or all of its property or assets upon such terms and conditions as the Board of Directors shall authorize.

e. To become surety for, endorse or otherwise guarantee the payment of principal of or interest on any notes, debentures, bonds, coupons, mortgages or other securities issued or created by any person, firm, associate or corporation.

f. To acquire, hold, sell, reissue or cancel any shares of its own stock at such price and upon such terms and conditions as may be agreed between the Board of Directors of the corporation and the seller or sellers of such shares.

g. To acquire all or any part of the goodwill, rights, property, business, or securities of any corporation, association, partnership, firm, trustee, syndicate, combination, organization, other entity, or individuals, domestic or foreign, heretofore or hereafter engaged in any business similar to the business of the corporation or otherwise, and to pay for the same in cash, or in shares or obligations of the corporation or otherwise, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such corporation, association, partnership, firm, trustee, syndicate, combination, organization, individual or other entity, domestic or foreign; and to conduct in the State of Florida or in any other state, territory, locality or country, the whole or any part of the business thus acquired, provided such business is not prohibited by the laws of the State of Florida.

h. To cause to be formed, merged or reorganized any corporation, domestic or foreign, as may aid or advance the objects and purposes of this corporation.

i. To exercise all powers and privileges now or hereafter conferred by the laws of the State of Florida upon corporations formed under the General Corporation Law of Florida or any act amendatory or supplemental thereto or thereto or substituted therefor.

j. The foregoing clauses are to be construed both as objects and powers, and the enumeration herein of specific objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation, it being hereby expressly provided that none of the purposes and objects specified in paragraphs (a) through (i) shall be deemed subsidiary or auxiliary merely to the objects mentioned in paragraph (a) above, but the corporation shall have full power to exercise all or any of the powers conferred by any part of this statement of purposes, in any part of the world, and notwithstanding that the business, undertaking, property, or the accounts proposed to be transacted, acquired, dealt with or performed do not fall within the objects set forth in paragraph (a) above.

ARTICLE VII: The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the corporation or of its shareholders or its directors or for the purpose of creating and defining the rights and privileges of the shareholders among themselves:

a. These Articles of Incorporation or any part thereof may only be amended, altered or changed by the affirmative vote of the holders of a majority of the shares entitled by the law to vote thereon.

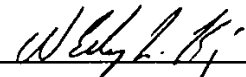
b. Action on any matter at any shareholders' meeting, regarding which the statutes of Florida provide that unless otherwise provided in the Articles of Incorporation or regulations of a corporation there shall be the affirmative vote of a larger proportion than the holders of a majority of the shares entitled to vote thereon, may be taken on such matters by the affirmative vote of the holders of a majority of shares entitled by law to vote thereon.

c. The Board of Directors is authorized to fix, determine and vary the amount of working capital of the corporation and to determine what part, if any, of its surplus, however created or arising, should be used, disposed of, or declared in dividends or paid to shareholders, and to the extent that the authority to do the same may be granted under these Articles of Incorporation, the Board of Directors shall have the power, without any action by shareholders, to use and apply such surplus or any part thereof, at any time or from time to time, to purchase, hold, sell and reissue any of the corporation's shares, bonds debentures, notes or other evidence of indebtedness as it deems expedient.

d. No holder of shares of the corporation of any class shall be entitled as such, as a matter of right, to subscribe for or purchase shares of any class, now or hereafter authorized, or to purchase or subscribe for, securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertained any warrants or rights entitling the holder thereof to subscribe for or purchase shares except such rights or subscription or purchase, if any, at such price or prices and upon such terms and conditions as the Board of Directors in its discretion from time to time may determine.

e. No director or officer shall be disqualified by his office from dealing or contracting with the corporation as vendor, purchaser, employee, agent or otherwise; nor shall any of its transactions, contracts or acts be void or voidable or in any way affected or invalidated because any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder or director or officer, is in any way interested in such transactions, contracts or acts, provided the fact that such director or officer, firm or corporation so interested is disclosed or is made known to the Board of Directors, or such members thereof as are present at any meeting of the Board of Directors at which action upon any such transactions, contracts or acts is taken; nor shall any such director or officer be accountable or responsible to the corporation for any such transactions, contracts or acts or for any gains or profits realized by him because of the fact that he, or any firm of which he is a member, or any corporation of which he is a shareholder, director or officer is interested in such transactions, contracts or acts; and any such director or officer may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect to any transactions, contracts or acts, and may vote thereat to authorize, ratify or approve any such transactions, contracts or acts with like force and effect, as if he, or any firm of which he is a member, or any corporation of which he is a shareholder, director or officer was not interested in any such transactions, contracts or acts.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of May, 1997.



Wesley L. King, Sole Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE 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 AIRTRANS INTERNATIONAL AIR CARGO, INC.

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

MR. SOL H. PROCTOR

(NAME)

1015 BLACKSTONE BLDG

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

JACKSONVILLE, FL 32202

(CITY/STATE/ZIP)

FILED
97 MAY 22 AM 11: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.


(SIGNATURE)

5-16-97
(DATE)