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FLORIDA PROFIT CORPORATION OR P.A.

AIRLINE GROUND SERVICE, INC.

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Articles Of Incorporation

AIRLINE GROUND SERVICE, INC.

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 the 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:

AIRLINE GROUND SERVICE, INC.

(hereinafter referred to as the corporation.) Its registered and principal office shall be located at:

10470 NW 26 STREET MIAMI, FL. 33172

in the County of Dade. Its Registered Agent shall be

ORLANDO DE FREITES, located at

10470 NW 26 STREET MIAMI, FL. 33172

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 wholesale and retail, in goods and services of

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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 the 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 such acts or things as they are incident or conducive to the premises, and to do all and everything necessary, suitable, convenient, or the proper for the accomplishment of any of the purposes of 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 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 the corporations of this character.

i. NONE

Article VII
Initial Directors and Officers

The name 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 Legislature approved June 1, 1925, and the acts amendatory thereto, shall hold office 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>
PRESIDENT	ROBERTO AMRTINELLI	TORRE BRITANICA PISO 12 OFICINA C ENTRE AVENIDA LUIS ROCHE Y SAN JUAN BOSCO
SECRETARY	ALEJANDRO GUTIERREZ	ALTAMIRA SUR, CARACAS, VENEZUELA TORRE BRITANICA PISO 12 OFICINA C ENTRE AVENIDA LUIS ROCHE Y SAN JUAN BOSCO
TREASURER	WALTER JARAMILLO	ALTAMIRA SUR, CARACAS, VENEZUELA TORRE BRITANICA PISO 12 OFICINA C ENTRE AVENIDA LUIS ROCHE Y SAN JUAN BOSCO ALTAMIRA SUR, CARACAS, VENEZUELA

Article VIII

Subscribers

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

<u>Name & Title</u>	<u>Address</u>	<u>Shares</u>
ORLANDO DE FREITES REGISTERED AGENT	181 NW 97 AVE. MIAMI, FL. 33172	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 signed these Articles of Incorporation at Miami, Dade County, Florida, for the uses and purposes aforesaid.

_____	_____
President	Vice-President
_____	_____
Secretary	Treasurer



Resident Agent - INCORPORATOR

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TALLAHASSEE, FLORIDA

**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 AIRLINE GROUND SERVICE, INC.

desiring to organize under Laws of the State of FLORIDA, with its principal office, as indicated in the articles of

Incorporation at 10470 NW 26 STREET MIAMI, FL. 33172

County of MIAMI-DADE State of Florida, Has named: _____

ORLANDO DE FREITES

located at 10470 NW 26 STREET MIAMI, FL. 33172

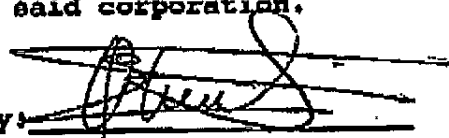
(Street address and number of Building)

City of MIAMI County of MIAMI-DADE

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

ACKNOWLEDGEMENT.-Must be signed by designated agent.

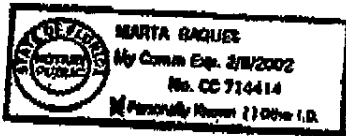
Having been named to accept service of process from the above-stated Corporation, at place designated in this certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

By: 
Resident Agent

I HEREBY CERTIFY that on this 22nd day of September 1998, before me personally appeared ORLANDO DE FREITES, Registered agent, to me well known to be the person described as subscribers in and who executed the foregoing ARTICLES OF INCORPORATION and acknowledged before me that they subscribed to those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my official seal and hand at MIAMI, Dade County, this 22nd day of SEPTEMBER 1998 A.D.

My Commission Expires:



[Handwritten Signature]

Notary Public, State of FL.

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