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To: Division of Corporations
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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ALL AMERICAN AIR FREIGHT, INC.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL AMERICAN AIR FREIGHT, INC.

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

ARTICLE I NAME

The name of the corporation shall be:

ALL AMERICAN AIR FREIGHT, INC.

The principal place of business of this corporation shall be: 9135 NW. 96 ST., MEDLEY, FL., 33178.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 all of which shall be common shares (\$1.00) per value each.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

ANABELLE BOGANTES	PRESIDENT	9135 NW. 96 ST. MEDLEY, FL., 33178
PASTOR MORENO	VICE-PRESIDENT	9135 NW. 96 ST. MEDLEY, FL., 33178

Prepared by:
CASTILLO & ASSOCIATES, INC.
542 SW. 12TH. AVE.
MIAMI, FL., 33130 (305) 649-3403

ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

ANABELLE BOGANTES

9135 NW. 96 ST.
MEDLEY, FL., 33178.

PASTOR MORENO

9135 NW. 96 ST.
MEDLEY, FL., 33178.

IN WITNESS WHEREOF, the undersigned incorporator(s)
has (have) executed these Articles of Incorporation
this, 21TH. day of SEPTEMBER 1999

Signature(s) of Incorporator(s)

x

x

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

ALL AMERICAN AIR FREIGHT, INC.

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

ANABELLE BOGANTES - 9135 NW. 96 ST.

(P.O. BOX NOT ACCEPTABLE)

MEDLEY, FL., 33178

(CITY/STATE/ZIP)

SIGNATURE



TITLE

PRESIDENT

DATE

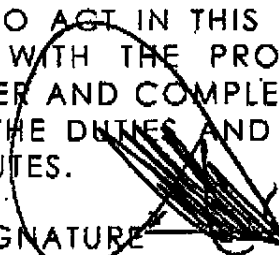
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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO AGT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

9-21-99