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LAZARUS CORPORATE FILING SERVICE, INC.

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MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

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*****78.75 *****78.75

OFFICE USE ONLY

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

1. AEROCARGAS SUR INTERNACIONAL, (Corporation Name) (Document #)

2. CORP. Translation: AEROCARGO South International (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in
- Pick up time 2.00
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA

99 DEC - 1 AM 11:45

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

Examiner's Initials

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

99 DEC - 1

PM 1:44

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
AEROCARGAS SUR INTERNATIONAL, CORP.**

THE UNDERSIGNED has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights, duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

AEROCARGAS SUR INTERNATIONAL, CORP.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:
To have perpetual succession by its corporate name.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$10.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

Each of the Shareholders covenants and agrees that he will not sell, assign, transfer, donate or otherwise dispose of, or pledge, hypothecate or otherwise encumber any of the shares of the Corporation's stock except upon the prior written consent of the remaining Shareholders.

ARTICLE VI

The street address of the initial registered office and the name of the initial Resident Agent of this corporation shall be:

Leopoldo Rios
1800 West 49th Street Suite 207
Hialeah, FL 33012

The principal address shall be:
8262 NW South River Drive
Medley, FL 33166

ARTICLE VII

The initial Board of Directors shall consist of a total of **three (3)** persons, and the name and address of the persons who are to serve as initial directors are:

PRESIDENT

EMILIO N. ARGÜELLES
8262 NW South River Drive
Miami FL 33166

VICE-PRESIDENT/TREASURER

DANIEL A. ALABACI
8262 NW South River Drive
Miami FL 33166

SECRETARY

ALFRED VEGA
8262 NW South River Drive
Miami FL 33166

The name and address of the incorporator executing these Articles of Incorporation is:

LEOPOLDO RIOS
1800 W, 49th Street, Ste. 207
Hialeah, FL 33012

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these Articles of Incorporation this 30 day of November, 1999.

FRISK

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **Emilio N. Argüelles, Daniel A. Alabaci and Alfred Vega**, known to me and known by me to be the person (s) who executed the foregoing Articles of Incorporation, and he (they) acknowledge before me that he (they) executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 30 day of November, 1999.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:

CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, 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:

AEROCARGAS SUR INTERNATIONAL, CORP.

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

Leopoldo Ríos

(NAME)

1800 W. 49th Street, Suite 207

(P.O.BOX NOT ACCEPTABLE)

Hialeah, FL 33012

(CITY/STATE/ZIP CODE)

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 _____

Date 11/30/1999

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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