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SECRETARY OF STATE
DIVISION OF CORPORATIONS

FLORIDA PROFIT CORPORATION OR P.A.

caribbean air sea cargo, inc.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 11, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: CARIBBEAN AIR SEA CARGO, INC.
REF: W02000016879

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

(4) HDZ000150500

**ARTICLES OF INCORPORATION
OF**

CARIBBEAN AIR SEA CARGO, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 JUN 11 PM 3:25

The undersigned incorporator(s), for the purpose of forming a Profit Corporation under Chapter 607 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be: CARIBBEAN AIR SEA CARGO, INC.

ARTICLE II

This corporation shall commence existence upon the date of filing with the Division of Corporations, state of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business of this corporation: 3921 NW 144 ST BLDG 66 OPA LOCKA, FL 33054

ARTICLE IV

The general nature of business of this corporation is to transact any and all lawful business.

ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue are 100 shares common stock having an individual par value of \$ 1.00

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.

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ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: JAMES A. MADARIAGA 6520 SW 56 ST. MIAMI, FL 33155

ARTICLE VII

The name and address of the officers and initial board of directors shall be:

PRESIDENT
JAMES A. MADARIAGA

6520 SW 56 ST.
MIAMI, FL 33155

VICE PRESIDENT
PAUL G. KUPKE

3921 NW 144 ST BLDG 66
OPA LOCKA, FL 33054

ARTICLE VIII

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

Empire Corporate Kit of America, Inc.
2444 N.W. 7TH PLACE
MIAMI, FL 33127

The undersigned has executed these Articles of Incorporation this 11TH day of JUNE, 2002.



INCORPORATOR

Ray Stormont Signing for
Empire Corporate Kit of America, Inc.

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

CARIBBEAN AIR SEA CARGO, INC.
(Name of Corporation)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.


REGISTERED AGENT

SECRETARY OF STATE
DIVISION OF CORPORATIONS
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