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TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

600004384026--7

-06/08/01--01090--002

*****70.00 *****70.00

SUBJECT: AEROMAR C X A, CORP.
(Name of corporation - must include suffix)

601-13731

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

GABRIEL PRATS

(Name of Person)

PRATS, FERNANDEZ & CO., C.P.A.

(Firm/Company)

2121 PONCE DE LEON BLVD., SUITE 240

(Address)

CORAL GABLES, FL 33134

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

GABRIEL PRATS

(Name of Person)

at (305) 444-8334
(Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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TALLAHASSEE, FLORIDA

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PRATS FERNANDEZ & CO.
Certified Public Accountants
2121 Ponce de Leon Blvd, Suite 240
Coral Gables, FL 33134
Phone: 305-444-8333; Fax: 305-444-8334
e-mail: pfco@gate.net

June 21, 2001

Mr. Michael Mays
Document Specialist
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Aeromar C x A Corp.
Ref. Number: W01000013731

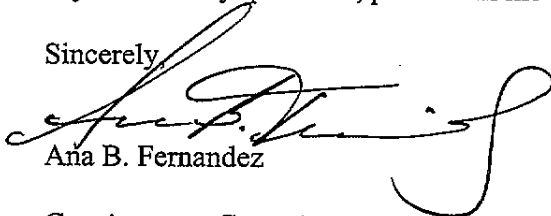
Dear Mr. Mays,

In response to your letter dated June 15, 2001, for over a year, we have been trying to obtain permission for Aeromar C x A to transact business in the State of Florida. Enclosed are the various letters we have received from the Division of Corporations and the documents we have sent in response to these letters.

Based on the enclosed information, we hereby request that any penalties assessed for transacting business or conducting affairs in Florida prior to qualification.

If you have any questions, please call me at 305-444-8333.

Sincerely,



Ana B. Fernandez

Cc: Aeromar C por A
File - Permanent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 15, 2001

GABRIEL PRATS
2121 PONCE DE LEON BLVD., STE 240
CORAL GABLES, FL 33134

SUBJECT: AEROMAR C X A CORP.
Ref. Number: W01000013731

We have received your document for AEROMAR C X A CORP. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted and not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Michael Mays
Document Specialist

Letter Number: 201A00036660

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STATE OF FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 30, 2000

GABRIEL PRATS
PRATS, FERNENDEZ & CO., C.P.A.
2121 PONCE DE LEON BLVD., SUITE 240
CORAL GABLES, FL 33134

SUBJECT: AEROMAR C X A
Ref. Number: W00000016726

We have received your document for AEROMAR C X A. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION the DOCUMENT SPECIALIST indicated.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 200A00036968

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:*

1. AEROMAR C X A. CORP.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. DOMINICAN REPUBLIC

(State or country under the law of which it is incorporated)

3. 52-223240

(FEI number, if applicable)

4. 8-18-67

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. 2-11-00

(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. P.O. BOX 660513

MIMAE, FL 33266

(Current mailing address)

8. EXPORTATION OF COUNTRY PRODUCTS, CARGO TRANSPORTATION, IMPORT &

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) MERCHANDISE TRADE

9. **Name and street address of Florida registered agent:** (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: GABRIEL PRATS

Office Address: 2121 PONCE DE LEON BLVD. #240

CORAL GABLES

, Florida, 33134

(Zip Code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative 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's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: RAYMUNDO POLANCO ALEGRIA

Address: PASEO DE LAS COLINAS, NO.15, LOS PINOS, ARROYO HONDO
SANTO DOMINGO, REPUBLICA DOMINICANA

Vice Chairman: RAYMUNDO ANTONIO POLANCO CHEIJ

Address: 9777 N.W. 29TH TERRACE
MIAMI, FL 33172

Director: ANA GISELA BOBADILLA DE POLANCO

Address: PASEO DE LAS COLINAS NO.15, LOS PINOS, ARROYO HONDO
SANTO DOMINGO, REPUBLICA DOMINICANA

Director: RAYAN POALANCO BOBADILLA

Address: PASEO DE LAS COLINAS NO.15, LOS PINOS, ARROYO HONDO
SANTO DOMINGO, REPUBLICA DOMINICANA

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: RAYMUNDO POLANCO ALEGRIA

Address: PASEO DE LAS COLINAS, NO.15, LOS PINOS ARROYO HONDO
SANTO DOMINGO, REPUBLICA DOMINICANA

Vice President: RAYMUNDO ANTONIO POLANCO CHIEZ

Address: 9777 N.W. 29TH TERRACE
MIAMI, FL 33172

Secretary: ANA GISELA BOBADILLA DE POLANCO

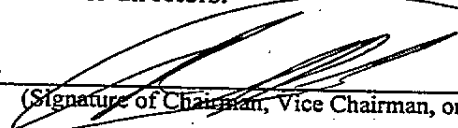
Address: PASEO DE LAS COLINAS NO.15, LOS PINOS, ARROYO HONDO
SANTO DOMINGO, REPUBLICA DOMINICANA

Treasurer: RAYAN POLANCO BOBADILLA

Address: PASEO DE LAS COLINAS, NO.15, LOS PINOS, ARROYO HONDO
SANTO DOMINGO, REPUBLICA DOMINICANA

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *


(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RAYAN POLANCO BOBADILLA

(Typed or printed name and capacity of person signing application)

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TALLAHASSEE, FLORIDA

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Dominican Republic)
National District)
Santo Domingo) ss:
Embassy of the United States)
of America)

I certify that the official named below, whose true signature and official seal are, respectively, subscribed and affixed to the annexed document, was, on this day, empowered to act in the official capacity designated in the annexed document, to which faith and credit are due.

ROQUE LEONEL RODRIGUEZ
(Official)



(Signature of Consular Officer)

Kimberly McDonald
Vice Consul

(Typed Name of Consular Officer)

Vice Consul of the United States of America

MAY 02 2001

(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DR. L. EMMANUEL RAMOS MESSINA

Abogado y Notario
Rosa Duarte # 8 Gazcue
Apartado 20700 Santo Domingo, Republica Dominicana
Tel. (809) 682 4964 Fax (809) 686 5962
Correo Electrónico: emmanuel.ramos@ramosmessina.com

OPINION LEGAL

Yo, DR. L. EMMANUEL RAMOS MESSINA, dominicano, abogado, provisto de la cédula de identidad y electoral #001-0104401-4, por la presente **DECLARO:**

A) Que **"AEROMAR, C. POR A."** es una compañía debidamente constituida y funcionando al amparo de las leyes de la República Dominicana, con domicilio social establecido en la ciudad de Santo Domingo en la casa #8 de la calle Rosa Duarte, Gazcue.

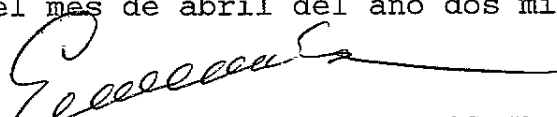
B) Que su capital social autorizado actual, es de **10 MILLONES DE PESOS ORO (RD\$10,000,000.00)**; y su capital suscrito y pagado es de la suma de **TRES MILLONES DE PESOS ORO (RD\$3,000,000.00)**.

C) Que su objeto social, según figura en el artículo 2 de los Estatutos Sociales, es dedicarse principalmente a la exportación de frutos del país, transporte de carga, importación, compra y venta de mercancías. La compañía podrá ejercer el comercio y la industria y realizar todo género de operaciones comerciales, industriales y financieras. Podrá, asimismo,

adquirir otras empresas de objeto similar o asociarse a ellas; adquirir o usufructuar terrenos o derechos inmobiliarios; en fin, realizar toda clase de operaciones de lícito comercio, relacionadas o no con su objeto principal, sin restricción alguna. La empresa utilizará sus propios medios para la transportación aérea o si fuere necesario podrá alquilar o arrendar equipos adicionales.

D) Que "AEROMAR, C. POR A." ha cumplido con todos los requisitos y exigencias establecidos en las leyes y en los Estatutos Sociales, para su constitución y operación.


En Santo Domingo, Distrito Nacional, República Dominicana, a los dos (2) días del mes de abril del año dos mil uno (2001).-

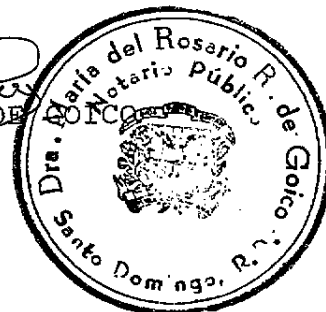

DR. L. EMMANUEL RAMOS MESSINA
Abogado

aer-coun.sel/em40

Yo, **DRA. MARIA DEL ROSARIO RODRIGUEZ DE GOICO**, Abogado, Notario Público de los del número para el Distrito Nacional, **CERTIFICO Y DOY FE:** De que la firma que aparece escrita precedentemente ha sido puesta en mi presencia y voluntariamente por el **DR. L. EMMANUEL RAMOS MESSINA**, cuyas generales constan en el documento que antecede, a quien doy fe de conocer y quien me ha declarado que esa es la firma que acostumbra a usar en todos sus actos.

En la ciudad de Santo Domingo, Distrito Nacional, República Dominicana, a los dos (2) días del mes de abril del año dos mil uno (2001).


DRA. MARIA DEL ROSARIO RODRIGUEZ DE GOICO
ABOGADO-NOTARIO PUBLICO
Cédula #001-0102744-9



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TALLAHASSEE, FLORIDA

REPUBLICA DOMINICANA
SECRETARIA DE ESTADO DE RELACIONES EXTERIORES
CERTIFICÓ: que la firma que aparece al pie de este documento

es la del Sr. Leandro Borges de V.
Enc. Dpto. Leg. de Procuraduría y que es
la misma que acostumbra a usar en todos sus actos y a la cual se
debe entera fé y crédito.

Sto. Dgo., R.D. 27/4/01

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ROQUE LEONEL RODRIGUEZ
SUB-ENCARGAD
SECCION DE LEGALIZACIONES
DEL DEPARTAMENTO CONSULAR



REPUBLICA DOMINICANA
PROCURADURIA GENERAL DE LA REPUBLICA
CERTIFICÓ: que la firma que aparece al pie del presente
documento es la que acostumbra a usar, para los fines de
sus funciones el Enc. Dpto. de Legalización
Rosario R. de G. G. G.
de acuerdo con los registros de esta Procuraduría General
Santo Domingo, D. N. 27/4/01

Leandro Borges de V.
LICDA. LEANDRA BORGES DE VALENZUELA
Enc. del Dpto. de Legalización
Procuraduría General de la República
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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LEGAL OPINION

(Translation)

I, Dr. L. Emanuel Ramon Messina, Dominican, lawyer, provided with an identification and electoral card #001-0104401-4, by the following declare:

A) That “**AEROMAR, C. POR A.**” is a properly organized company and functioning under the laws of the Dominican Republic, operating from their business address in the city of Santo Domingo at Rosa Duarte St. # 8, Gazcue.

B) Their present authorized social capital is of TEN MILLION DOMINICAN PESOS (RD\$10,000,000.00); and that their subscribed and paid capital is for the sum of THREE MILLION DOMINICAN PESOS (RD\$3,000,000.00).

C) Its social object, according to Article 2 of the Bylaws has as principal activity to export fruits from the country, transport loads, import, buy and sell merchandise. The company will be able to conduct commerce and industry and make all kind of commercial commerce, industrial and financial. It may also, acquire other companies with similar social purpose or associate with them; purchase or use land or real estate rights; that is, undertake all sort of operations of legal commerce, related or not to their principal activity, without any restrictions. The company will use its own means for air transportation or if necessary shall rent or lease additional equipment.

D) That “**AEROMAR, C. POR A.**” has complied with all requirements and demands established in the laws and in the Articles of Incorporation for its constitution and operation.

In Santo Domingo, National District, Dominican Republic, on the 02nd day of April of 2001.

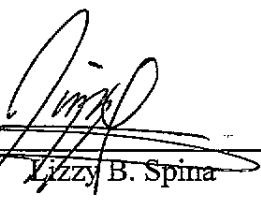
Signed by:

Dr. Emanuel Ramos Messina
Attorney

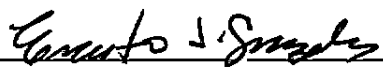
Notarized by:

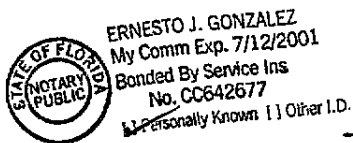
Dr. Maria del Rosario Rodriguez de Goico
Attorney - Notary Public

I, Lizzy Spina, hereby declare that I am fully knowledgeable of both the Spanish and English languages and that I have translated the original document in Spanish to English.


Lizzy B. Spina

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, Miami Dade County, Florida this 29th day of May of 2001.


Ernesto Gonzalez -Notary Public-
State of Florida at large-



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TALLAHASSEE, FLORIDA