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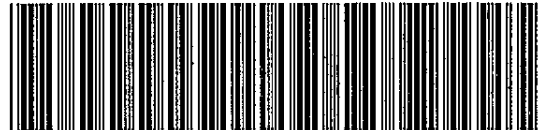
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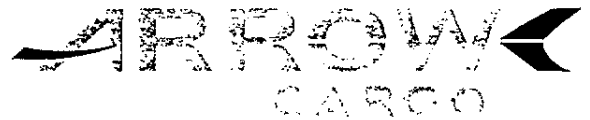


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Amended last



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March 2, 2005

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: Filing of Amended & Restated Articles of Incorporation for Arrow Air, Inc., AAA Interair, Inc. and Agro Air Associates, Inc.**

Dear Sir or Madam;

In connection with the above referenced matter please find enclosed two (2) originals of each of the following documents:

- Amended and Restated Articles of Incorporation of Arrow Air, Inc.
- Amended and Restated Articles of Incorporation of AAA Interair, Inc.
- Amended and Restated Articles of Incorporation of Agro Air Associates, Inc.

Kindly arrange for filing of one (1) original of each of the above and return one (1) original stamped "filed" to my attention at 1701 N.W. 63rd Avenue, Bldg 712, Miami, Florida 33126.

I enclose a check in the amount of \$105.00 to cover the filing fees.

Please feel free to contact me should you have any questions or comments regarding this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Pat Robinet", written over a horizontal line.

Patrice Robinet, Esq.  
Vice President - Legal

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF**

**AGRO AIR ASSOCIATES, INC.**

Pursuant to Sections 607.1002, 607.1006 and 607.1007 of the Florida Business Corporation Act, the undersigned, Sole Director of Agro Air Associates, Inc., a Florida corporation (the "Corporation"), hereby executes and submits for filing with the Department of State, State of Florida, these Amended and Restated Articles of Incorporation, to read as follows:

**ARTICLE I - NAME AND ADDRESS**

The name of this Corporation is Agro Air Associates, Inc. The address of the principal office and the mailing address of this Corporation is 1701 N.W. 63<sup>rd</sup> Avenue, Bldg 712, Miami, Florida 33126.

**ARTICLE II - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares of capital stock that this Corporation shall have authority to issue is One Thousand (1,000) that shall be common stock, par value \$.01 per share. The Board of Directors shall fix the consideration to be received for each share. Such consideration shall consist of any tangible or intangible property or benefit to this Corporation, including cash, promissory notes, services performed or securities of other corporations or entities and shall have a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares. In the case of a stock dividend, that part of the surplus of the Corporation that is transferred to stated capital upon the issuance of shares as a share dividend shall be deemed to be the consideration for their issuance.

#### **ARTICLE IV - PREEMPTIVE RIGHTS**

Shareholders shall not be entitled to preemptive rights with respect to any shares of the Corporation which may be issued.

#### **ARTICLE V - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 1701 N.W. 63<sup>rd</sup> Avenue, Bldg 712, Miami, Florida 33126 and the name of the registered agent of this Corporation is Patrice E. Robinet.

#### **ARTICLE VI - BYLAWS**

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this Corporation.

#### **ARTICLE VII - INDEMNIFICATION**

This Corporation shall indemnify any officer or director, or any former officer or director of this Corporation, to the fullest extent permitted by law. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

#### **ARTICLE VIII - AMENDMENT**

This Corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles of Incorporation may confer upon this Corporation may be modified or cancelled by a vote of the holders of a majority of the Corporation's stock entitled to vote thereon to amend or repeal said Articles of Incorporation.

### **ARTICLE IX - OFFICERS**

The Officers of the Corporation are as follows:

Guillermo J. Cabeza – Executive Chairman

Frank J. Visconti – President

Patrice E. Robinet – Vice President and Secretary

Steven R. Goldberg – Chief Financial Officer

John A. Ollet – Treasurer

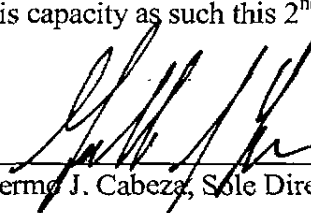
### **ARTICLE X – DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the sole member of the Board of Directors, who will serve as the Corporation's director until successors are duly elected and qualified is:

Guillermo J. Cabeza – 1701 N.W. 63<sup>rd</sup> Avenue, Bldg 712, Miami, Florida 33126

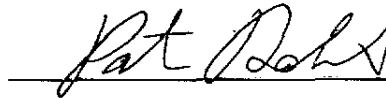
The foregoing Amended and Restated Articles of Incorporation were duly adopted and approved without shareholder action by the Sole Director by written consent in accordance with Section 607.0821 of the Florida Business Corporation Act. Pursuant to Section 607.1007 of the Florida Business Corporation Act, shareholder action was not required with respect to the adoption of the foregoing Amended and Restated Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned Sole Director of the Corporation executed these Amended and Restated Articles of Incorporation in his capacity as such this 2<sup>nd</sup> day of March, 2005.

  
\_\_\_\_\_  
Guillermo J. Cabeza, Sole Director

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named Registered Agent of the Corporation accepts such designation and is familiar with and accepts the obligations of such position, as provided in Florida Statutes §607.0505.

A handwritten signature in cursive script, appearing to read "Pat Robinet", is written over a horizontal line.

Patrice E. Robinet

Registered Agent

Dated: March 2, 2005