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Document Number Only

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-02/05/98--01059--018
*****70.00 *****70.00

CT Corporation System

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

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-02/05/98--01059--019
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MAF Ground Services, Inc.

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input checked="" type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Fictitious Name | | <input type="checkbox"/> UCC Filing |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:00 PM |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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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. MAF GROUND SERVICES, INC.

(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. Texas

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

3. 75-2252694

(FEI number, if applicable)

4. October 3, 1988

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))

7. P.O. BOX 150010 AMF, TULSA INTERNATIONAL AIRPORT, TULSA, Oklahoma

74115

(Current mailing address)

8. Trucking and Airport ground handling

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

9. Name and street address of Florida registered agent:

Name: C T Corporation System

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

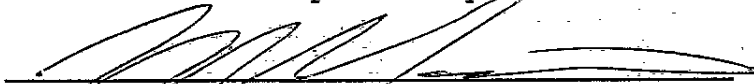
Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System



(Registered agent's signature) (Officer)

MICHAEL E. JONES

ASSISTANT SECRETARY
(Type Name and Title of Officer)

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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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: MARK A. FISCHER

Address: AIR CARGO ROAD, TULSA INTERNATIONAL AIRPORT
TULSA, Oklahoma 74115

Vice Chairman: _____

Address: _____

Director: LARRY VAN NEST

Address: DFW INTERNATIONAL AIRPORT, P.O. BOX 610467
DALLAS, Texas 75261

Director: _____

Address: _____

B. OFFICERS

President: MARK A. FISCHER

Address: AIR CARGO ROAD, TULSA INTERNATIONAL AIRPORT
TULSA, Oklahoma 74115

Vice President: LARRY VAN NEST

Address: DFW INTERNATIONAL AIRPORT, P.O. BOX 610467
DALLAS, Texas 75261

Secretary: BARBARA FISCHER

Address: AIR CARGO ROAD, TULSA INTERNATIONAL AIRPORT
TULSA, Oklahoma 74115


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Treasurer: BARBARA FISCHER

Address: AIR CARGO ROAD, TULSA INTERNATIONAL AIRPORT

TULSA, Oklahoma 74115

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. MARK A. FISCHER, President
(Typed or printed name and capacity of person signing application)

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The State of Texas

SECRETARY OF STATE

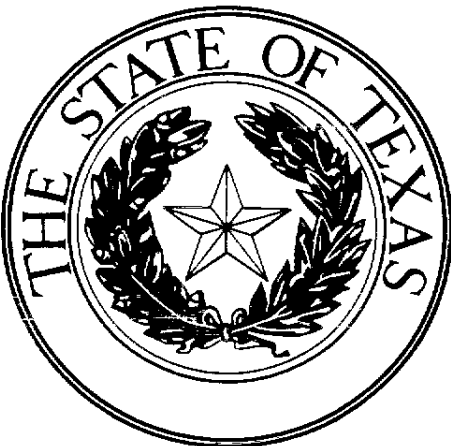
IT IS HEREBY CERTIFIED that
Articles of Incorporation of

MAF GROUND SERVICES, INC.
File No. 1090740-00

were filed in this office and a certificate of incorporation was issued to this corporation
and no certificate of dissolution is in effect and the corporation is currently in existence.

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*IN TESTIMONY WHEREOF, I have hereunto
signed my name officially and caused to be
impressed hereon the Seal of State at my office in
the City of Austin, on February 2, 1998.*



Alberto R. Gonzales
Secretary of State

MAC