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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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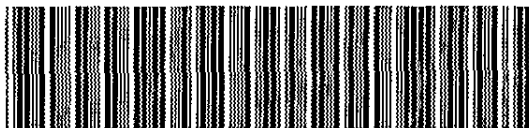
(Business Entity Name)

(Document Number)

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Brasiliense Air & Ocean Cargo, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Julio C. Barbosa
(Name of Person)

Becker & Poliakoff, P.A.
(Firm/Company)

121 Alhambra Plaza, 10th Floor
(Address)

Coral Gables, FL 33134
(City/State and Zip Code)

For further information concerning this matter, please call:

Julio C. Barbosa at (305) 260-1028
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

Brasiliense Air & Ocean Cargo, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Rua Francisco Ceara Barbosa,666

13.082-500 Campinas SP

BRAZIL

Mailing Address:

Rua Francisco Ceara Barbosa,666

13.082-500 Campinas SP

BRAZIL

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Julio C. Barbosa

Name

121 Alhambra Plaza, 10th Floor

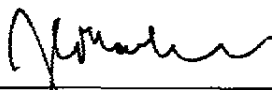
Florida street address (P.O. Box **NOT** acceptable)

Coral Gables, FL 33134

FLORIDA

City, State, and Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, Florida Statutes..



Registered Agent's Signature

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGRM

Fabio da Silva Tavares

Rua Francisco Ceara Barbosa,666

13.082-500 Campinas SP, BRAZIL

MGRM

Fernando da Silva Tavares

Rua Francisco Ceara Barbosa,666

13.082-500 Campinas SP, BRAZIL

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:


Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Julio C. Barbosa

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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