

107000071210

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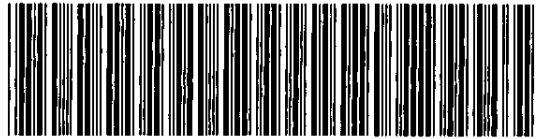
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DIVISION OF CORPORATION
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G. MCLEOD

FEB 06 2008

EXAMINER

COVER LETTER

**TO: Registration Section
Division of Corporations**

SUBJECT: AIR OCEAN CARGO USA, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

PAUL E. GHOUGASIAN, ESQ.

(Name of Person)

PAUL E. GHOUGASIAN, P.A.

(Firm/Company)

2300 GLADES ROAD, SUITE 370W

(Address)

BOCA RATON, FL 33431

(City/State and Zip Code)

For further information concerning this matter, please call:

PAUL E. GHOUGASIAN

(Name of Person)

at (561) 391-4700

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$25.00 Filing Fee

☐ \$30.00 Filing Fee &
Certificate of Status

☐ \$55.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

☐ \$60.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

UNDER THE PROVISIONS OF F.S. 608.415, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

The name of the limited liability company is AIR OCEAN CARGO USA, LLC.

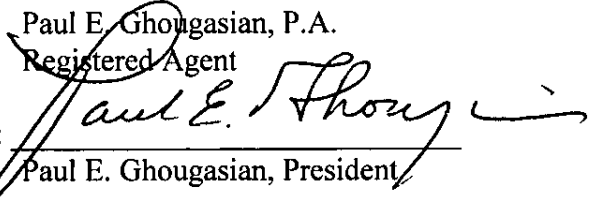
The name and the Florida street address of the registered agent are:

Paul E. Ghougasian, P.A.
2300 Glades Road, Suite 370W
Boca Raton, FL 33431

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.

Paul E. Ghougasian, P.A.
Registered Agent

By:


Paul E. Ghougasian, President

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AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
AIR OCEAN CARGO USA, LLC

The undersigned, for purposes of amending and restating the Articles of Organization of **AIR OCEAN CARGO USA, LLC**, [document number L07000071210] originally filed on July 10, 2007 makes and adopts the following Amended and Restated Articles of Organization under the provisions of Chapter 608 of the Florida Statutes (the "Act"):

1. Name. The name of the limited liability company is **AIR OCEAN CARGO USA, LLC** (hereinafter referred to as the "Company").

2. Period of Duration. Unless earlier terminated under the Act or the Operating Agreement, the period of duration of the Company shall be perpetual.

3. Purpose. The purpose for which the Company is organized is to engage in any and all business and other activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address Of Place Of Business. The mailing address for the Company is 10162 NW 87th Court, Miami, FL 33178 and the street address of the principal place of business for the Company is 10162 NW 87th Court, Miami, FL 33178. These addresses may be changed from time to time as provided in the Operating Agreement.

5. Registered Agent. The registered agent in Florida for the Company is Paul E. Ghougasian, P.A. and the registered office is located at 2300 Glades Road, Suite 370W, Boca Raton, Florida 33431.

6. Capital Contributions. Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement made and entered into by the members and which may be amended from time to time in accordance with its terms.

7. Members. The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement.

8. Continuity of Business. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or on the occurrence of any other event

that terminates the continued membership of a member in the Company, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management. This Company will be managed by one or more managers appointed by the members in accordance with the terms of the Operating Agreement. As such, the Company will be manager-managed. In accordance with the terms of the Operating Agreement, the managers may be designated as the president, secretary, and treasurer of the Company, and may also be designated as vice presidents, assistant secretaries, and assistant treasurers, and shall have the authority normally associated with these positions under corporate law. The Company may also designate persons as directors under the Operating Agreement who shall act in a manner similar to the directors of a corporation. The members, at a meeting of the members held not less than annually, shall designate the managers, who may also be members, and the positions that these managers will hold. The initial managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify, and their designations shall be as follows:

Name:	Position:
Oscar E. Gallion	Manager
Jose S. Flores	Manager
Patrice Diaz Marin	Manager
Antonio Matos, Jr.	Manager
Frank Matos	Manager

10. Indemnification. The Company shall indemnify any member, manager, or former member or manager to the fullest extent permitted under the Act.

This Amended and Restated Articles of Organization of the Company are duly executed and filed in accordance with Section 608.411, Florida Statutes.

Executed at Medley, Florida on January 21, 2008

AIR OCEAN CARGO USA, LLC,
a Florida limited liability company

by:


Antonio Matos, Jr., Manager