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SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 13 PM 3:37

Air Cargo Associates, Inc.

Requester's Name
2461 N.W. 67th Ave., Bldg. 700
Ste. A-280

Address
Miami, FL 33122

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Air Cargo Associates, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

C. TAX FILING _____
R. AGENT FEE 35
C. COPY 285.00
TOTAL _____
N. BANK _____
BALANCE DUE _____
REFUND _____
CR2E031(1/95)

100002464651--4
03/23/98--01024--012
CORAFALC
***285.00

Name Availability	KWM
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Acknowledgement	KWM
W. P. Verifier	KWM

Examiner's Initials

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**ARTICLES OF ORGANIZATION
OF
AIR CARGO ASSOCIATED, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be AIR CARGO ASSOCIATED, L.C. ("Company"). The principal place of business of the company has a street address of 2461 N.W. 67th Avenue, Building 700, Suite A-280, Miami, Florida, 33122, and a mailing address of P.O. Box 59-3355, Miami, Florida 33159.

ARTICLE II. DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than 30 years from that date, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III. PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Francis J. Visconti, 2461 N.W. 67th Avenue, Building 700, Suite A-280, Miami, Florida, 33122.

ARTICLE V. CAPITAL CONTRIBUTIONS

The members of the Company shall each initially contribute \$10,000.00 to the Company.

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ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members. No member shall be required to make any additional capital contributions without the consent of all the members.

ARTICLE VII. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII. TERMINATION OF EXISTENCE

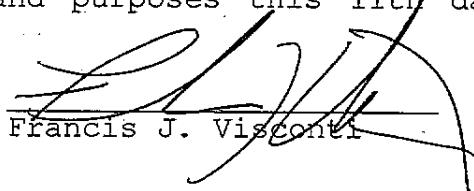
The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE IX. MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization, including the retention of members or non-members to manage the day-to-day affairs of the Company. The names and addresses of the members of the Company are:

NAME	ADDRESS
Francis J. Visconti	2461 N.W. 67th Avenue Building 700, Suite A-280 Miami, Florida 33122
James O. Farrell	2461 N.W. 67th Avenue Building 700, Suite A-280 Miami, Florida 33122


IN WITNESS WHEREOF, the undersigned member has made and executed these Articles of Organization at Miami, Dade County, Florida, for the foregoing uses and purposes this 11th day of March, 1998.


Francis J. Visconti

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME personally appeared Francis J. Visconti, personally known to me or who has produced as identification and he acknowledged before me that he executed the above Articles of Organization freely and voluntarily according to law and for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 11th day of March, 1998.


NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

c:\docs\207-2.001 (Associated)



Stephen D. Pearson
MY COMMISSION # CC650633 EXPIRES
September 1, 2001
BONDED THRU TRUDY FAIN INSURANCE, INC.

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: AIR CARGO ASSOCIATED, L.C.

2. The name and address of the registered agent and office is:

Francis J. Visconti

(Name)

2461 N.W. 67th Avenue, Suite A-280, Bldg 700

(P.O. Box or Mail Drop Box **NOT** acceptable)

Miami, Florida 33122

(City/State/Zip)

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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.


(Signature)

Francis J. Visconti

March 11, 1998

(Date)

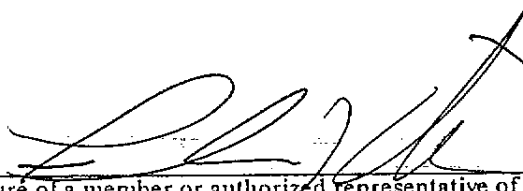
Filing Fee: \$ 35 for Designation of Registered Agent

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

AIR CARGO ASSOCIATED, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 20,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ N/A . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 150,000.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Francis J. Visconti, Member

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