



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 113819 4303929

AUTHORIZATION :

Patricia Pigatto

COST LIMIT : \$ ~~78.75~~ *337.50*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 1:14

ORDER DATE : January 27, 1999

ORDER TIME : 9:42 AM

ORDER NO. : 113819-005

CUSTOMER NO: 4303929

700002756157--3

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

RECEIVED

99 JAN 27 AM 11:53

DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ACA FREIGHT SERVICES L.L.C.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS: _____

99-465

Name	<i>ae 1-27</i>
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Document Examiner	<i>ae</i>
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Acknowledgment	<i>ae</i>
W. P. Verifier	<i>ae</i>

**ARTICLES OF ORGANIZATION
OF**

ACA FREIGHT SERVICES L.L.C.

ARTICLE I - Name

The name of the Limited Liability Company is ACA FREIGHT SERVICES L.L.C. (the "Company").

ARTICLE II - Address

The mailing address is Four Grand Street, Bethel, Connecticut 06801 and street address of the principal office of the Company is 2461 N.W. 67th Avenue, Building 700-Suite A280, Miami, Florida 33122.

ARTICLE III - Duration

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

ARTICLE IV - Management

The Company will be managed by its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The name and address of the Manager who is to serve until the first annual meeting or until his successor is otherwise selected is as follows:

Jaime Quintana
2461 N.W. 67 Avenue
Building 700-Suite A280
Miami, Florida 33122

Astrid Artho
2461 N.W. 67 Avenue
Building 700-Suite A280
Miami, Florida 33122

Air Cargo Associates, Inc.
2461 N.W. 67 Avenue
Building 700-Suite A280
Miami, Florida 33122

ARTICLE V - Admission of Additional Members

Additional members may be admitted and the terms and condition of such admissions shall require the vote of all existing members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

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ARTICLE VI - Members Rights to Continue Business

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, provided that all of the remaining members agree to do so in writing within 120 days after the date of a member's termination of membership.

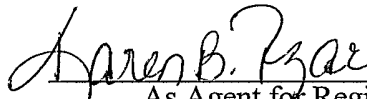
ARTICLE VII - Registered Agent and Office

The street address of the Company's initial registered office is 1201 Hays Street, City of Tallahassee, County of Dade, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of ACA FREIGHT SERVICES, L.L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

CORPORATION SERVICE COMPANY



As Agent for Registered Agent

Karen B. Rozar, As Its Agent

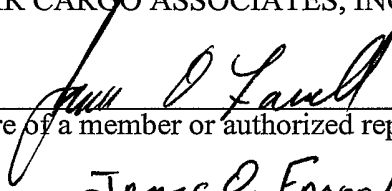
Dated: January 27, 1999.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of AIR CARGO ASSOCIATES, INC. deposes and says:

1. the total amount of cash contributed by the members is \$1,000.
2. if any, the agreed value of property other than cash contributed by members is \$0.
3. the total amount of cash or property anticipated to be contributed by members is \$1,000. This total includes amount from 1 and 2 above.

AIR CARGO ASSOCIATES, INC., Managing Member


Signature of a member or authorized representative of a member

James O. Farrell President
Print Name and Title

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

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