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WILLIAM F. POOLE, IV, P.A.

Attorneys at Law

WILLIAM (FRED) POOLE, IV
CORPORATE AND BUSINESS LAW

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Telephone (407) 422-6662
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December 9, 1999

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

000003068500--2
-12/14/99-01006-007
****180.00 ****150.00
180.00

Enclosed for filing are:

1. Certificate of Conversion of DAS Air Cargo USA to Limited Liability Company; and
2. Articles of Organization of DAS Air Cargo USA, L.L.C. (original and one copy to be certified).

Also enclosed is our firm's check in the amount of \$180.00 in payment of the filing fee for the Articles of Organization (\$100.00), designation of Registered Agent fee (\$25.00), certified copy of Articles of Organization (\$30.00) and filing fee for the Certificate of Conversion (\$25.00).

Thank you for your assistance.

Sincerely,

Wanda B. Butler

Wanda B. Butler, Assistant to
William F. Poole, IV
WILLIAM F. POOLE, IV, P.A.

APPROVED
AND
FILED
99 DEC 14 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

/wbb

Enclosures

cc: Mr. Terry Phipps (w/o Enclosures)
Mr. Andrew King (w/o Enclosures)
Mr. Andrew Leslie (w/o Enclosures)

WBB
12-23-99

CERTIFICATE OF CONVERSION
OF DAS AIR CARGO USA
TO LIMITED LIABILITY COMPANY
(608.439)

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TALLAHASSEE, FLORIDA

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AND
FILED

THIS IS TO CERTIFY that

1. DAS AIR CARGO USA is a Texas general Partnership formed August 1990 (hereinafter "DAS"), has done business immediately prior to the filing of this Certificate in the State of Florida since 1995.

2. DAS AIR CARGO USA is a Texas general partnership having three partners, Voyager Transport, Inc., a Florida corporation, Andrew King and Andrew Leslie.

3. DAS AIR CARGO USA hereby certifies that Articles of Organization that L.L.C. § 608.408 of the Florida Statutes are being filed with the Florida Department of State, Division of Corporations, contemporaneously with this Certificate for the purpose of forming a domestic limited liability company.

4. The effective date of the Articles of Organization of DAS AIR CARGO USA, L.L.C. is January 1, 2000, or the date of filing of the Articles of Organization by the Florida Department of State, whichever is later.

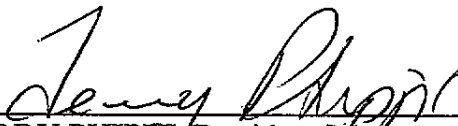
5. On January 1, 2000, or upon filing with the Florida Department of State of the Articles of Organization of DAS AIR CARGO USA, L.L.C., whichever is later, DAS AIR CARGO USA shall be converted into a domestic limited liability company and shall thereafter be subject to all provisions of Chapter 608, Florida Statutes, relating to limited liability companies except that, notwithstanding the provisions of § 608.409, the existence of the limited liability company shall be determined to have commenced on the date the other entity commenced its existence in the jurisdiction in which the other entity was first created, formed, incorporated or otherwise came into being.

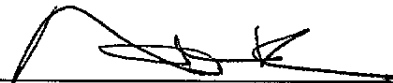
6. The conversion into a domestic limited liability company shall not affect any obligations or liabilities of the other entity incurred prior to its conversion to a domestic limited liability company or the personal liability of any person incurred prior to such conversion. Upon conversion, for all purposes of the laws of the State of Florida, all of the rights, privileges and powers of the other entity that has converted, and all property, real, personal and mixed, and all debts due to such other entity, as well as all other things and causes of action belonging to such entity, shall be vested in the domestic limited liability company and shall thereafter be the property of the domestic limited liability company as they were of the


other entity that was converted, and the title to any real property vested by deed or otherwise in such entity shall not revert or be in any impaired by reason of Chapter 608, Florida Statutes, but all rights of creditors and all liens upon any property of such other entity shall be preserved unimpaired, and all debts, liabilities and duties of the entity that has converted shall thenceforth attach to the domestic limited liability company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

IN WITNESS WHEREOF, we have executed this Certificate on the 8th day of December, 1999.

VOYAGER TRANSPORT INC., General
Partner and Member

By: 
TERRY PHIPPS, President/Manager
2466 W. Sandlake Road
Orlando, FL 32809


ANDREW KING, General Partner & Member
21 Manor Drive
Cuckfield
W. Sussex
RH17 5BT, U.K.


ANDREW LESLIE, General Partner & Member
"Champetre" The Haven
Billinghurst
Sussex
RH14 9BS, U.K.

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**ARTICLES OF ORGANIZATION OF
DAS AIR CARGO USA, L.L.C.**

ARTICLE I - NAME

The name of the limited liability company ("Company") is **DAS AIR CARGO USA, L.L.C.**

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is 2466 W. Sandlake Road, Orlando, Florida 32809.

ARTICLE III - REGISTERED AGENT AND OFFICE

The name of Company's initial registered agent in Florida is **WILLIAM F. POOLE**, IV. The address of Company's registered office in Florida is 200 E. Robinson Street, Suite 1180, Orlando, Florida 32801.

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial manager will serve until the first annual meeting of the members. The initial manager is identified as follows:

TERRY PHIPPS
2466 Sandlake Road
Orlando, FL 32809

ARTICLE V - POWER

The Company shall have power to engage in the business of cargo transportation and all other powers as provided for in Florida Statute 608.404, as may be amended.

ARTICLE VI - DURATION

The period of duration for the Company is twenty (20) years, beginning on January 1, 2000, or the date these Articles of Organization are filed by the Florida Department of State, whichever is later.

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TALLAHASSEE, FLORIDA

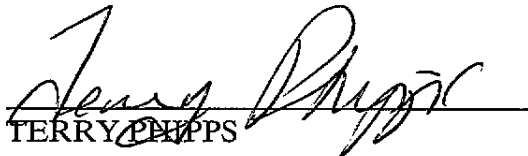
ARTICLE VII - ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VIII - CONTINUATION OF COMPANY

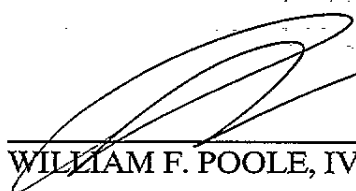
The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on the 8th day of December, 1999, at Orlando, Florida


TERRY PHIPPS

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: 12/9/99, 1999


WILLIAM F. POOLE, IV

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