

M41388

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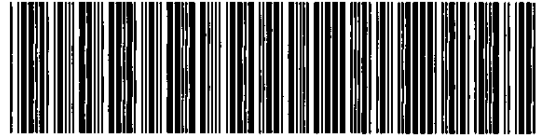
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2007 JUL 31 PM 1:59

As of 8/8/07
Amend & Rest

GUTIERREZ & ASSOCIATES

A FLORIDA PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AND COUNSELORS AT LAW

COURVOISIER CENTRE II

601 BRICKELL KEY DRIVE, SUITE 201

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July 27, 2007

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


**Re: Falcon Air Express, Inc.
Document #M41388**

Dear Sir/Madam:

Enclosed please find for filing Amended and Restated Articles of Incorporation for the above named for-profit corporation. Also enclosed is a check payable to the Florida Department of State in the amount of \$43.75 to cover the Filing Fee and the certified copy.

Please return a certified copy of the enclosed Articles of Incorporation to the undersigned at your earliest opportunity. Thank you for your assistance in this matter.

Sincerely yours,


Lourdes N. Gutierrez
Legal Assistant

Encs.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

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OF
FALCON AIR EXPRESS, INC.

1. The Articles of Incorporation of Falcon Air Express, Inc., (hereinafter the "Corporation"), a Florida corporation, filed in Tallahassee on November 10, 1986, under Document #M41388, be and they hereby are amended in its entirety and restated as follows:

"AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF FALCON AIR EXPRESS, INC."

The undersigned hereby executes, acknowledges and files with the Florida Department of State the following Amended and Restated Articles of Incorporation (the "Articles") pursuant to Chapter 607, Florida Statute (the "Act").

ARTICLE I - Name

The name of the corporation is **FALCON AIR EXPRESS, INC.**

ARTICLE II - Principal Office

The principal place of business of the Corporation shall be 9500 NW 41st Street, Miami, FL 33178. The mailing address of the Corporation shall be 601 Brickell Key Drive, Suite 201, Miami, FL 33131.

ARTICLE III - Term of Existence

Corporate existence commenced on November 7, 1986 and the Corporation is to have perpetual existence.

Article IV - Nature of Business

The corporation is organized for the purpose of transacting any and all lawful business.

Article V - Authorized Shares

(a) **Number.** The Corporation is authorized to issue One Thousand (1000) shares of common stock having a par value of \$0.50 each.

- (b) **Preemptive Rights.** Shareholders shall have preemptive rights.

Article VI - Registered Office and Agent

The street address of the registered office of this corporation shall be 601 Brickell Key Drive, Suite 201, Miami, Florida 33131 and the name of the registered agent of this corporation at that address is Renaldy J. Gutierrez.

Article VII - Directors

(a) **Number.** This corporation shall have one (1) director. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than one.

(b) **Directors:** The name and street address of the member of the first Board of Directors of the corporation, who shall serve until the first meeting of shareholders of the corporation, are:

NAME:

Nelson J. Ramiz

ADDRESS:

601 Brickell Key Drive
Suite 201
Miami, FL 33131

(c) **Compensation.** Any director of the corporation may serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the full extent permitted by law.

Article VIII - Officers

The Officers of the Corporation shall consist of a President, Vice President and Secretary and such other Officers and Assistant Officers as may be provided in the Bylaws. Except for those officers appointed herein below, each Officer shall be elected by the Board of Directors (and may be

removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of the Officers of the Corporation are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>	<u>TITLE:</u>
Nelson J. Ramiz	601 Brickell Key Drive Suite 201 Miami, FL 33131	President
Renaldy J. Gutierrez	601 Brickell Key Drive Suite 201 Miami, FL 33131	Assistant Secretary

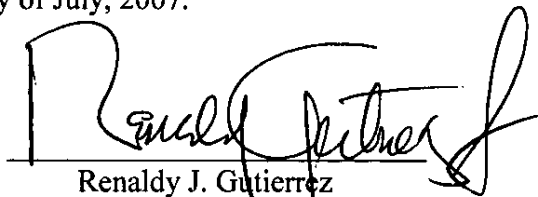
Article IX - Bylaws

The bylaws of this corporation have been adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors."

2. The foregoing Amended and Restated Amendments were adopted by the unanimous Consent of all of the Directors and Shareholders of the Corporation on the 25th day of July, 2007.

3. The Amended and Restate Articles of Incorporation of the Corporation set forth above supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned has signed these Amended and Restated Articles of Incorporation on this 27th day of July, 2007.


Renaldy J. Gutierrez
Assistant Secretary

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI -DADE)

BEFORE ME, the undersigned authority, personally appeared, Renaldy J. Gutierrez, who is known to me and known to be the person described in or who has identified himself with _____ and who subscribed the above Articles of Incorporation, and he did acknowledge before me that he made and subscribed the same for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Miami-Dade County, Florida this 27th day of July, 2007.



Notary Public State of Florida at Large

