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FLORIDA NON-PROFIT CORPORATION

MIAMI AIR CARGO ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
MIAMI AIR CARGO ASSOCIATION, INC.
(An association not-for-profit)**

THE undersigned incorporator, for the purpose of forming a Not-for-Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I-The Company name

The name of this association shall be MIAMI AIR CARGO ASSOCIATION, INC., referred to as the "association."

1.1
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS: The address for this association shall be P.O. BOX 522951, MIAMI, FL 33152.

1.2
POLICIES - This association shall be non-political in its identity and shall not participate in, or take sides on any controversial matter arising between factions within the transportation industry without a quorum vote of the board.

ARTICLE II-Purpose and objectives

The association shall be organized as not-for-profit in its identity. Its operation shall be to promote the air cargo industry, and to represent its best interests in Miami-Dade County and its contiguous communities, to foster the exchange of common ideas and problems, to present educational and informative programs to its members relating to air cargo transportation and allied fields, to present recommendations to the air cargo industry for its future development and progress, and to develop a cordial relationship among its members and ensure a good understanding and smooth handling of mutual problems and encourage high standards of service for the air cargo industry.

ARTICLE III-Membership

There shall be three classes of members: Regular membership, Associate membership and Corporate membership. All applicants for admission as members of the association must apply and fill out a membership form requiring the individual's name, company name, mailing address, telephone, fax and email addresses (if available).

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3.1

Regular membership shall be extended to individuals who devote all or a portion of their time to the development of the air cargo industry. Regular members must be airline employees, GSA's, or GHA's and shall be considered voting members.

3.2

Associate membership shall be extended to individuals representing the forwarding industry, brokers, trading industry or any other industry not represented under article 3.1. Associate members will not be permitted to vote or hold office.

3.3

Corporate membership shall be extended to industry related corporations having more than five members and less than ten. The sixth, seventh, eighth, ninth and tenth members will equally enjoy full membership privileges including voting (if applicable), and will not be subject to additional membership dues.

3.4

Other members. All past presidents of the association automatically become honorary lifetime members, regardless of whether they are in the air cargo industry or not, and will retain their voting privilege for life as well. The board, by quorum, may by resolution, extend honorary membership to individuals who have rendered or contributed some distinguished service to the air cargo industry.

3.5

Resignation or other termination of membership shall not exempt a member from payment of any debts that may be due to the association.

3.6

Membership in this association is non-transferable. The membership is on an individual basis and remains intact for the respective calendar year, regardless of any changes which may have occurred during the membership year.

ARTICLE IV-Dues

All members, including board members, are subject to annual dues, due by February 15th. Dues for regular and associate members are \$40.00 per person and must be submitted with a membership application by the deadline. Corporate membership shall be assessed at \$200.00 per corporation for up to ten members. Honorary lifetime membership extended to past presidents will remain in effect provided the individual pays membership dues. Dues for other honorary members awarded to individuals by means of a board quorum, will be enforced or waived upon approval by the board at the time of the nomination. Collected dues will be used to assist in promoting the objectives of this association as described in Article I. Dues may be altered by majority vote of the Board.

ARTICLE V-The Board

The Board of this association shall be comprised of a president, first vice president, second vice president, secretary, treasurer, four directors, a chairperson and an advisor (preferably a legal advisor). Elected officers and directors of this association must be active employees as stated in article 3.1.

5.1

The president-elect must have served on the board within the past three years.

5.2

Board positions are assigned through elections held annually for all positions except that of the chairperson which is automatically assigned to the most recent past president.

5.3

The chairperson, together with the five officers and four directors shall constitute the board of the association and shall have general charge and control of the affairs and finances of the association.

5.4

A "quorum" for the transaction of business, shall constitute a vote of at least 50.1% of the board members present at the time.

5.5

The advisor position shall not have election voting privileges. Voting by the advisor for any other matter, will be accepted or rejected by the board and will be considered at the time the specific transaction is taking place.

5.6

In case of a vacancy in the office of the president, the first vice president shall succeed him/her in office for the expiration of the term. The new president shall appoint a new first vice president for the rest of the term, with the confirmation of a majority vote of the board. In case of a vacancy of any other officer or director, the board shall elect the new officer or director by a majority of vote for the unexpired term.

5.7

Any board member desiring to resign from the association shall present his/her resignation, in writing, to the president, who in turn will present it to the board. Resignation by the president shall be presented to the chairperson who will present it to the board. Forfeiture of dues for the remaining of the term shall apply for any resignation.

5.8

The board, upon a majority vote, may remove any officer or director for neglect of duties or lack of attendance at board meetings. A board member who is absent for three meetings in a calendar year shall automatically be removed from office.

5.9

The name and address of the initial Board of Directors shall be:

Advisor:

Peter A. Quinter, J.D.
Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, Florida 33312

Chairperson:

Bithinia Ines Gutierrez
1001 LaBaron Drive
Miami Springs, FL 33166

President:

Rolando J. Ojeda
12261 SW 28th Street
Miami, FL 33175

ARTICLE VI-Elections and terms of office

Elections shall be held during the month of November of the current calendar year. The current president shall call for a special meeting during November, prior to the monthly meeting/luncheon. The board attending the special meeting shall submit a slate or slates of candidates for each position (president, first vice president, second vice president, secretary, treasurer and four directors (at least four directors must be nominated and one of the nominated directors must have served as a past president). Nominees must be active employees (as described in article 3.1) and must be current members of the association. The names of the nominated candidates will be disclosed at the November meeting/luncheon and any additional nominations from the floor, will be added and have the same effect as the slates presented by the board during the special meeting. Following the November meeting/luncheon, ballots must be mailed to all voting members within no more than three working days. It will be the responsibility of the secretary and at least two more board members to ensure that all ballots and sent in specially marked ballots and envelopes and returned to the association by a designated date. (Only one ballot per voting-eligible member allowed). The designated date shall be two days prior to the December meeting/luncheon. Ballots will not be opened or counted until this specific date and at least three board members must be present. After the ballots are counted, the person with the majority of votes for each position will be declared elected to serve the following year. In case of a tie, the board shall cast the deciding vote. The winner shall be announced at the December luncheon. The term of office for the new board, officers and directors, shall become effective on the first meeting held in January and will be for one year.

ARTICLE VII-Duties of the board members

7.1

It shall be the duty of the president to preside at all meetings; be ex-officio member of all committees; appoint chairpersons and members of committees; call a board meeting at any time he/she feels it necessary, and to perform the duties usually pertaining to his/her office.

7.2

It shall be the duty of the first vice president, in the absence of the president to assume his/her duties, and in general, assist the president in the work of the association.

7.3

It shall be the duty of the second vice president to function as membership chairperson. The second vice president shall be responsible for the initial membership drive and will assist the secretary in the duties related to membership mailings.

7.4

The secretary shall be responsible for keeping an accurate record of the minutes of the meetings, records of activities and events, attendance, and maintain an up-to-date membership list. He/she must be prepared to read on call the record of minutes for any previous meeting.

7.5

The treasurer shall collect and keep an account of all dues or other monies received by the association. He/she will have charge and custody of all funds of the association and will be maintained in a Miami-Dade County bank. All checks will require any two signatures by either the treasurer, the president or chairperson. The treasurer shall make a monthly report, upon request, of the financial condition of the association and make it available to the board for review. He/she must keep record of all incurred expenses.

7.6

The Board shall be responsible for the execution, through its officers and directors, of the recognized and authorized policies of the association. They must assist the board whenever required and be prepared to be chairpersons at any specially designated committee assigned by the president.

7.7

The chairperson shall oversee that the administrative as well as the financial responsibilities are handled properly. The chairperson shall monitor the activities of his/her successor and counsel the president in decision making matters.

7.8

The legal advisor shall monitor the legal activities of the association and keep the corporation registration current. He/she may make suggestions to the board related to legal matters of the association.

7.9

The board, by a majority of votes shall authorize and approve all expenditures and shall not create any indebtedness beyond the income of the association, nor disburse funds for any purpose not essential to the objective of the association.

7.10

Officers and directors of the association shall serve without monetary compensation and must pay regular membership dues, including any applicable charges incurred for activities related to this association or for any other activity or function.

ARTICLE VIII-Voting Rights**8.1**

Regular members shall have voting privileges (one per member). Voting privileges are effective until the end of the respective calendar year, provided membership dues are paid and there are no outstanding debts to the association, regardless of any change of activity in employment which may have occurred during the year.

8.2

Proxy votes will be accepted provided they are done in writing and presented to the president or the chairperson. No proxy will be recognized as valid if it has been presented after the event for which the vote has been cast.

ARTICLE IX-Operations**9.1**

The association shall designate the fiscal year from January 1 through December 31, the same time as the term in office.

9.2

The association will keep records of all board meetings, functions and financial records, and they shall be made available for inspection or subject to audit if required; however, they may not be removed from the custodian of the records.

9.3

This association will operate as a not-for-profit corporation. Dividends will not be paid, monetary compensation will not be given to any board member and monetary loans will not be allowed to any board member, or to any regular, associate, corporate or honorary member.

9.4

The funds of this association shall be used to accomplish its objectives and purposes as described in Article I. No part of the funds shall inure or be distributed to any of the members. On dissolution of the association, funds remaining (if any), shall be distributed to an organized and

qualified organization (charitable, educational, scientific or philanthropic) selected by a majority of the general membership.

9.5

The order of business for board meetings shall be as follows: 1)-Minutes and attendance of the previous meeting, 2)-Treasurer's report, 3)-Old business, 4)-New business, 5)-Adjournment.

ARTICLE X-Amendments

These Articles of Incorporation may be amended by special resolution at any board meeting by an affirmative vote of at least two-thirds of the board members present at the meeting. All proposals for amendment must be submitted in writing to the president or chairperson at least three days prior to the board meeting. It will be the duty of the chairperson to advise all the board members of the proposal at least one day in advance and will disclose the results of the vote to the absent board members within twenty four hours after the meeting took place. If the amendment is approved, it must be recorded and added to these Articles or Bylaws indicating the date it was approved. If the amendment was rejected, it must be recorded in the minutes only.

Article XI-Initial Registered Agent and Street Address

The name and Florida address of the registered agent is:

Peter A. Quinter, J.D.
Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, FL 33312

Article XII- Incorporator

The name and address of the Incorporator is:

Peter A. Quinter, J.D.
Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, FL 33312

The undersigned incorporator has executed these Articles of Incorporation this 8 day of March, 2001.

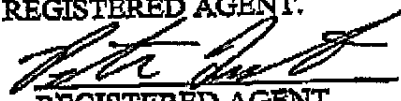

Incorporator

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

MIAMI AIR CARGO ASSOCIATION, INC.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THIS 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.


REGISTERED AGENT

Peter A. Quinter, J.D.
Becker & Poliakoff, P.A.
3111 Stirling Road
Ft. Lauderdale, FL 33312
(954) 985-4101

3/8/01
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