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PCA Air, Incorporated 6300 S.W. 114 Street Miami, Florida 33156 (305) 665-8301

January 5, 2000

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State of Florida Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314-6327

RE: ARTICLES OF INCORPORATION

Dear Secretary of State:

I am enclosing an original and two copies of the above captioned Articles of Incorporation of PCA Air, Incorporated.

Also enclosed is payment in the amount of \$87.75 for the following fees: Filing Articles of Incorporation and a certified copy of the Articles of Incorporation.

Please file the original Articles and return the certified copies to me at the above address.

Very truly yours,

Robert C. Peacon

Incorporator

Encl.



ARTICLES OF INCORPORATION OF PCA Air, Incorporated

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The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE CORPORATE NAME

The name of this corporation is PCA Air, Incorporated.

ARTICLE TWO

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the Fifth of January, 2000.

ARTICLE THREE PURPOSE

The general nature of the business of this corporation shall be any and all activities or businesses permitted under the laws of the United States of America and the State of Florida.

ARTICLE FOUR CAPITAL STOCK

The amount of total authorized capital stock of this corporation shall be 7,000 shares of common stock, \$1.00 par value each share, and all such stock shall be payable in cash, property, labor or services at a just evaluation to be fixed by the Board of Directors at a meeting called for that purpose.

The said capital stock is being issued pursuant to Section 1244 of the Federal Internal Revenue Code.

ARTICLE FIVE PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE SIX REGISTERED OFFICE AND AGENT

The principal place of business of this corporation shall be 6300 S.W. 114 Street, Miami, Florida, 33156, with the privilege of having branch offices at any other place, and the Resident Agent for service shall be:

Joseph A. Gagnon 4891 N.W. 13 Terrace Pompano Beach, Florida 33064

ARTICLE SEVEN INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially; the number of directors may be either increased from time to time by the By-laws, but never shall be less than one.

The officers of this corporation shall be President, Vice-President, Secretary, Treasurer or assistants thereof.

The names and post office addresses of the initial Board of Directors who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

Dir/President

Robert C. Peacon 6300 S. W. 114 Street Miami, Florida 33156

Secretary -

W. William Dukiet, Jr. 12 Wilkinson Road Randolph, New Jersey 07869

ARTICLE EIGHT INCORPORATORS

The name and addresses of the incorporator is:

Robert C. Peacon 6300 S. W. 114 Street Miami, Florida 33156

ARTICLE NINE INDEMNIFICATION

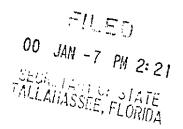
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE TEN AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting, after due notice given, by vote of the majority of the stock entitled to vote thereon and present at said meeting.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this Fifth day of January, 2000.

In Witness:	Palant Chease
	Robert C. Peacon
STATE OF FLORIDA	
COUNTY OF DADE	
Before me, the undersigned aut to me known and known to me of Incorporation for the uses and Personally known Produced Identification Type	. ,
WITNESS my hand and seal this Florida:	s 5 th day of January, 2000, at Miami, Dade County,
My commission expires:	Notary Public State of Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In pursuance with Chapter 48.091 Florida Statues, the following is submitted:

PCA Air, Inc.

desiring to organize under the laws of the State of Florida, with its principal office at the city of Miami, County of Dade, State of Florida, has named Joseph A. Gagnon, of 4891 N.W. 13 Terrace, Pompano Beach, Florida, 33064, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process of the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

> Joseph A. Gagnon REGISTERED AGENT