PHONOS F 6 Average Point Air Cargo, Incorporated

660 S.E. 6 Avenue
Pompano Beach, Florida 33060
(954) 941-4850

February 26, 2000

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

500003152225—6 -02/29/00-01091-008 *****87.75 *****87.50

RE: ARTICLES OF INCORPORATION

Dear Secretary of State:

I am enclosing an original and two copies of the above captioned Articles of Incorporation of Point Air Cargo, 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,

Stanley A. Midnight

Incorporator

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIG

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ARTICLES OF INCORPORATION OF Point Air Cargo, Incorporated

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 Point Air Cargo, Incorporated.

ARTICLE TWO DURATION

This corporation shall exist perpetually unless sooner dissolved according to law, commencing on the Twenty-Sixth of February, 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 1,000,000 shares of common stock, \$0.01 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 660 S.E. 6 Avenue, Pompano Beach, Florida, 33060, 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 four directors 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 - St

Stanley A. Midnight

660 S.E. 6 Avenue

Pompano Beach, Florida 33060

Dir/Secretary -

John G. Albright

11500 S. W. 20 Street Davie, Florida 33325

Director -

W. William Dukiet, Jr.

12 Wilkinson Road

Randolph, New Jersey 07869

Director -

Joseph A. Gagnon

4891 N.W. 13 Terrace

Pompano Beach, Florida 33064

ARTICLE EIGHT **INCORPORATORS**

The name and addresses of the incorporator is:

Stanley A. Midnight 660 S.E. 6 Avenue Pompano Beach, Florida 33060

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 Twenty-Sixth day of February, 2000.

In Witness:

STATE OF FLORIDA

COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared 57ANLEY A. MIDNIGH to me known and known to me to be the person who executed the foregoing Articles of

Incorporation for the uses and purposes therein contained.

Personally known Produced Identification Type of Identification: FLDriver's License

WITNESS my hand and seal this 26th day of February, 2000, at Pompano Beach,

Broward County, Florida:

My commission expires:

Notary Public MARGUERITE P. BOLG 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:

Point Air Cargo, Incorporated

desiring to organize under the laws of the State of Florida, with its principal office at the city of Pompano Beach, County of Broward, 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

> OOFEB 29 PH 4: 35 SECRETARY OF STATE TALLAHASSEE, FLORIDA