

**CORPORATE
ACCESS,
INC.**

P00000024867

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) **Air Shoppe, Inc.**
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

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3.)
(CORPORATE NAME & DOCUMENT #)

4.)
(CORPORATE NAME & DOCUMENT #)

5.)
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATE AFF.
TALLAHASSEE, FLORIDA**

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ARTICLES OF INCORPORATION

OF

AIR SHOPPE, INC.

ARTICLE I

Name of Corporation

The name of the corporation is AIR SHOPPE, INC.

ARTICLE II

Corporate Existence

This corporation is organized pursuant to Chapter 607 of the Florida Statutes, and shall have a perpetual existence.

ARTICLE III

Purpose of Business

The purpose of this corporation is to engage in the transaction of any and all business permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE IV

Principal Place of Business

The principal place of business of this corporation shall be:

14052 Southwest 74th Terrace
Miami, Florida 33183

ARTICLE V

Registered Office

The initial street address of the registered office of the corporation is:

14052 Southwest 74th Terrace
Miami, Florida 33183

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI

Registered Agent

The initial registered agent of the corporation for purposes of accepting service of process pursuant to Chapter 607 and Section 48.091, Florida Statutes, and located at the initial registered office, shall be:

Rolando A. Diaz, Esq.
25 West Flagler Street
Penthouse
Miami, Florida 33130

ARTICLE VII

Directors

The business of this Corporation shall be conducted by a Board of Directors which shall consist of no less than one (1), and no more than nine (9) directors, as shall from time to time be designated in the By-Laws of this Corporation, and a majority thereof shall constitute a quorum for the transaction of all business.

The names and addresses of the initial directors are:

President

Marvin Francisco
14052 Southwest 74th Terrace
Miami, Florida 33183

ARTICLE VIII

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock at \$1.00 par value. Each stockholder shall be entitled to one (1) vote for each share owned.

ARTICLE IX

Incorporator

The name and address of the incorporator is as follows:

Marvin Francisco
14052 Southwest 74th Terrace
Miami, Florida 33183

ARTICLE X

By-Laws

The By-Laws of this Corporation may be created, amended or changed by either the Shareholders or the Board of Directors, at any regular or duly scheduled special meeting.

ARTICLE XI

Officers

This Corporation shall have, in addition to a President, Vice-President, Secretary and/or Treasurer, such other additional officers as may be created from time to time and under the authorization of its By-Laws. All officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be described by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE XII

Director's Liability and Rights

No contract, act or transaction of this corporation with any person, firms or other corporation in the absence of fraud or wrongdoing, shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract, act, or transaction, or in any way connected with such person, persons, firm, or corporation, and each and every person, who may become a director of this corporation is hereby relieved from liability that might otherwise exist from thus contacting with this corporation for the benefit of himself or of any other firm, association, or corporation in which he may otherwise be interested. Any director of this corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

ARTICLE XIII

Amendment

These articles of Incorporation may be amended, changed, altered or repealed only by the stockholders.

ARTICLE XIV

Mailing Address

The mailing address for the corporation shall be:

14052 Southwest 74th Terrace
Miami, Florida 33183

Such address may from time to time be changed upon the affirmative vote of a majority of the Directors and Shareholders.

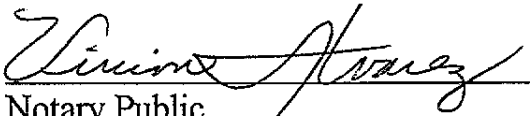
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 8th day of MARCH, 2000.


Marvin Francisco

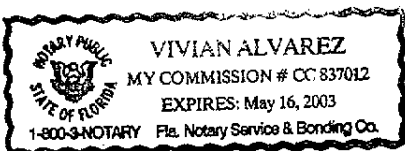
STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared
MARVIN FRANCISCO, to me known to be the person described in and
who executed the foregoing instrument, and acknowledged before me that he/she
executed same for the use and purpose therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this
8th day of MARCH, 2000.


Notary Public
State of Florida at Large

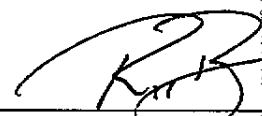
My Commission Expires:



AIR SHOPPE, INC.
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Amended Articles of Incorporation.

Rolando A. Diaz, Esq
25 West Flagler Street
Penthouse
Miami, Florida 33130



Registered Agent

00 MAR 10 AM 11:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared ROLANDO DIAZ, known to me to be the person described in and who executed the foregoing instrument, and acknowledged before me that he executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida this 8th day of MARCH, 2000.



Notary Public State of Florida at Large

My Commission Expires:

