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Florida Department of State
Division of Corporations
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To:

Division of Corporations
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Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
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FLORIDA PROFIT CORPORATION OR P.A.

AEROCOLOMBIA CHARTER CARGA, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION

OF

AEROCOLOMBIA CHARTER CARGA, INC.

We, the undersigned, in order to form a corporation under and pursuant to the provisions of the Law of Florida for the purpose set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be AEROCOLOMBIA CHARTER CARGA, INC.

ARTICLE II - PURPOSE

The purpose and general nature of the business to be conducted and transacted by the corporation shall be as follows:

A. To do and transact any and all business as permitted under the laws of the State of Florida and United States of America.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of \$1.00 par value.

ARTICLE IV - DURATION

The existence of this corporation shall be perpetual.

ARTICLE V - LOCATION

The principal office of this corporation shall be located at: 4372 Laurel Ridge Circle, Weston, Florida 33331.

GLORIA ROA BODIN, P.A.
2655 LEJUNE ROAD
SUITE 1001
CORAL GABLES, FL 33134
PH: (305) 442-1322
FL BAR No.: 262897

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ARTICLE VI - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of not less than one and not more than five members. The names and addresses of the first Board of Directors, who shall, subject to these Articles of Incorporation, By-Laws, and the laws of Florida, hold office for the first year of the corporation's existence, or until their successors shall have been elected and qualified, are as follows: Carlos Eduardo Gaitan Uribe, 4372 Laurel Ridge Circle, Weston, Florida 33331.

ARTICLE VII - INITIAL OFFICERS

The following are the initial officers:-

President:	Carlos Eduardo Gaitan Uribe
Vice-President:	Carlos Eduardo Gaitan Uribe
Secretary:	Carlos Eduardo Gaitan Uribe
Treasurer:	Carlos Eduardo Gaitan Uribe

ARTICLE VIII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this Corporation is: Gloria Roa Bodin, 2655 LeJeune Road, Suite 1001, Coral Gables, FL, 33134.

ARTICLE IX - BY-LAW

The By-Laws of this corporation may be adopted, altered, amended or repealed by either the Stockholder or Directors.

ARTICLE X - INDEMNIFICATION

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

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ARTICLE XI - PREEMPTIVE RIGHTS

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

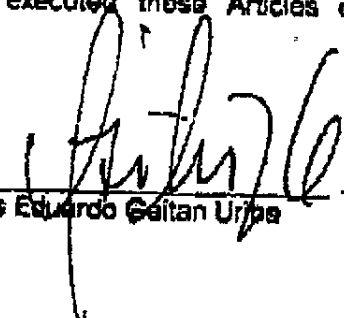
ARTICLE XII INCORPORATOR

The name and address of the person signing these Articles is: Carlos Eduardo Gaitan Uribe, 4372 Laurel Ridge Circle, Weston, Florida 33331.

ARTICLE XIII - AMENDMENT

This Corporation reserved the right to amend or repeal any provisions contained in these Articles of Incorporation in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF the undersigned has executed these Articles of Incorporation this ____ day of ____, 2000.

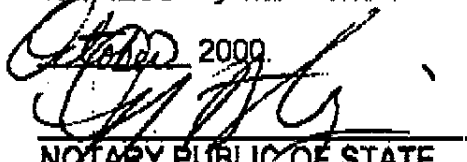

Carlos Eduardo Gaitan Uribe

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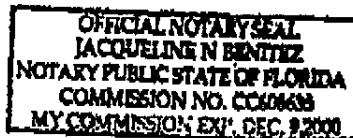
I HEREBY CERTIFY that on this day personally appeared Carlos Eduardo Gaitan Uribe me well known to be the same described herein and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida this 3rd day of

October 2000.

NOTARY PUBLIC OF STATE
OF FLORIDA-AT-LARGE

My commission expires:

Sq125

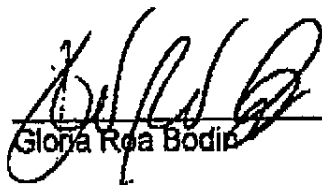


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ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

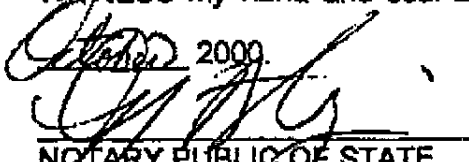
Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


Gloria Rea Bodin

STATE OF FLORIDA }
 } ss:
COUNTY OF DADE }

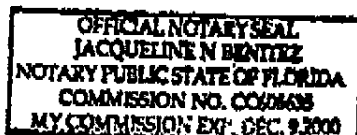
I HEREBY CERTIFY that on this day personally appeared Carlos Eduardo Gaitan Uribe me well known to be the same described herein and who executed these Articles of Incorporation, and acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Miami, Dade County, Florida this 3rd day of


2000
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OF FLORIDA-AT-LARGE

My commission expires:

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