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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

AIRLINE GROUND SERVICE, INC.

Certificate of Status	0
Certified Copy	1
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Corporate Filing

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ARTICLES OF INCORPORATION
OF
AIRLINE GROUND SERVICE, INC.

ARTICLE I - NAME

The name of this corporation is AIRLINE GROUND SERVICE, INC.

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ARTICLE II - DURATION

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of the filing of the articles by the Department of the State, State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of One dollars
00/100 - - - - (\$ 1.00) par value common stock which shall be designated
"COMMON SHARES".

ARTICLE V - 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 as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial and principal place of business of this corporation shall be at 11441 NW 34th Street --Miami -- Florida 33178.
The registered agent of this corporation shall be Walter E. Jaramillo - - -
- - - - - and the street address shall be located at: 11441 NW 34th Street ---
Miami -- Florida - 33178.

Prepared by: Walter E. Jaramillo
11441 NW 34 St.
Miami FL 33178
786-331-9696

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name(s) and address(es) of the initial director(s) of this corporation is(are):

Roberto Martinelli
6417 San Michel Way
Boca Raton - Fl 33484

Alejandro Gutierrez
3100 SW 190 Ave.
Miramar Fl 33025

Walter E. Jarramillo
1821 SW 164 Ave.
Miramar Fl 33027

ARTICLE VIII - INCORPORATORS

The name and address of the each incorporator are:

Roberto Martinelli
6417 San Michel Way
Boca Raton Fl 33484

Walter E. Jarramillo
1821 SW 164 Ave.
Miramar Fl 33027

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the board of directors or the holders of not more than one tenth of all the shares entitled to vote at the meeting.

ARTICLE XI - SHAREHOLDERS QUORUM AND VOTING

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - CAPITAL AMOUNT


The amount of capital with which this corporation shall commence business shall not be less than Five Hundred Dollars . . .00/100 -(\$500.00).

ARTICLE XIV - SUBSCRIBERS

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribers have executed these articles of incorporation this 10 day of November, 2000.

President


Roberto Martinelli (seal)

Treasurer


Walter E. Jaramillo (seal)

Secretary


Alejandro A. Gutierrez

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgement in the state and county set forth above, personally appeared: Roberto Martinelli and Walter E. Jaramillo - - - - -

known to me and known by me to the person(s) who executed the foregoing articles of incorporation, and he(they) acknowledged before me that he(they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 10 Day of November, 2000.


Juan M. Benitez
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Juan M. Benitez
Commission # CG 843600
Expires July 25, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registers office/registered agent, in the State of Florida.

1. The name of the corporation is: Airline Ground Service, Inc.

2. The name and address of the registered agent and office is:

Walter E. Jaramillo
11441 NW 34 Street
Miami Fl 33178

SIGNATURE



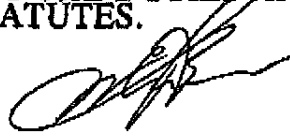
(Corporate Officer)

TITLE PRESIDENT

DATE November 10, 2000.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE



(Registered Agent)

DATE November 10, 2000.

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