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Florida Department of State
Division of Corporations
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Account Name : BERGER DAVIS & SINGERMAN
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FLORIDA PROFTT CORPORATION OR P.A.

Caribbean Aircargo, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
CARIBBEAN AIRCARGO, INC.
A FLORIDA CORPORATION**

The undersigned, acting as Incorporator of a Florida corporation ("Corporation") under the Florida General Corporation Act, Chapter 607 of the Florida Statutes, hereby causes to be delivered the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is Caribbean Aircargo, Inc.

ARTICLE II

ADDRESS

The mailing address of the Corporation is:

349 S.E. 2nd Avenue
Deerfield Beach, Florida 33441

ARTICLE III

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall begin on the date these Articles of Incorporation are filed with the Department of State.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V**CAPITAL STOCK**

The Corporation is authorized to issue Ten Thousand (10,000) shares of Common Stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Berger Davis & Singerman, 350 E. Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida, 33301, and the name of the initial Registered Agent of the Corporation at that address is Dawn M. Meyers.

ARTICLE VII**INITIAL BOARD OF DIRECTORS**

The Corporation shall initially have one (1) director to hold office until the first annual meeting of shareholders and his successors shall have been duly elected and qualified, or until his earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial director of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
ANDRE STUCKI	349 S.E. 2nd Avenue Deerfield Beach, FL 33441

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ARTICLE VII

INCORPORATOR

The name and address of the person signing these Articles are as follows:

Name

Address

DAWN M. MEYERS

Berger Davis & Singerman
350 E. Las Olas Boulevard, Ste. 1000
Fort Lauderdale, Florida 33301

ARTICLE IX

AMENDMENTS

The power to amend these Articles of Incorporation in accordance with law is reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 6th day of December, 2000.




DAWN M. MEYERS
Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of CARIBBEAN AIRCARGO, INC., as made in the foregoing Articles of Incorporation, and agree to act in such capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as the initial Registered Agent of CARIBBEAN AIRCARGO, INC.

Date: December 6, 2000



DAWN M. MEYERS
Initial Registered Agent

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