

DUANE, MORRIS & HECKSCHER LLP

ATTORNEYS AT LAW

200 SOUTH BISCAYNE BOULEVARD, SUITE 3410
MIAMI, FL 33131
(305) 960-2200

DIRECT DIAL: (305) 960-2251
E-MAIL: gal@duanemorris.com

FAX
(305) 960-2201

www.duanemorris.com

December 6, 2000

PHILADELPHIA, PA
NEW YORK, NY
LONDON, ENGLAND
CHICAGO, IL
WASHINGTON, DC
SAN FRANCISCO, CA
BOSTON, MA
ATLANTA, GA
WILMINGTON, DE
HARRISBURG, PA
MALVERN, PA
CHERRY HILL, NJ
NEWARK, NJ
WESTCHESTER, NY
PRINCETON, NJ
PALM BEACH, FL
ALLENTOWN, PA
HOUSTON, TX
BANGOR, ME

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

RE: Sky Supply Air Freight, Inc.

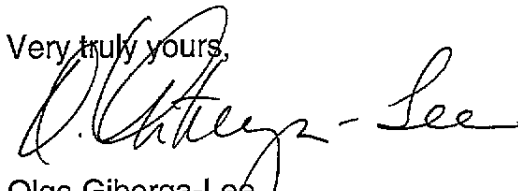
800003491108--3
-12/07/00--01078--002
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find our check for \$70.00, which represents the fee for filing the articles of incorporation for Sky Supply Air Freight, Inc.

Please acknowledge receipt of this filing by date stamping the attached copy of these articles and returning to the undersigned in the enclosed Federal Express package, therefore expediting this process.

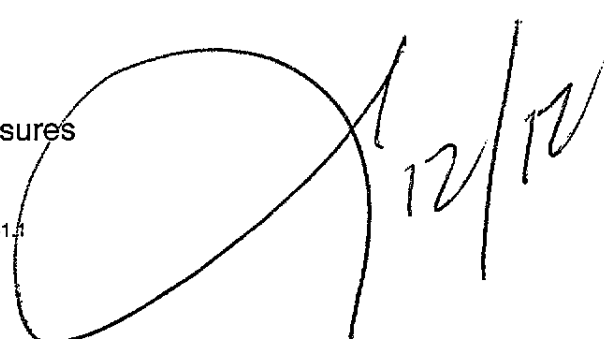
Very truly yours,



Olga Giberga-Lee
Corporate Legal Assistant

Enclosures

MIA\50641.1



FILED
00 DEC -7 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Florida
Articles of Incorporation
of
Sky Supply Air Freight, Inc.

FILED
00 DEC -7 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation under the Business Corporation Act adopts the following Articles of Incorporation:

First: The name of the corporation is:

Sky Supply Air Freight, Inc.

Second: The principal business office and mailing address of the corporation is:

5330 N.W. 20th Terrace
Ft. Lauderdale, Florida 33309

Third: The period of its duration is perpetual unless sooner dissolved.

Fourth: The purpose for which the corporation is organized is to engage in the transaction of any or all lawful activity for which corporations may be organized under the provisions of the Florida Business Corporation Act.

Fifth: The Board of Directors of the corporation shall consist of such number as is fixed in accordance with the bylaws.

Sixth: The aggregate number of shares which the corporation shall have authority to issue is 500 shares, and the par value of each such share is .01¢. All such shares are of one class and are designated as common stock.

Seventh: The street address of the initial registered office of the corporation is 200 South Biscayne Boulevard, Suite 3410, Miami, Florida 33131, and the name of the initial registered agent at such address is Charles C. Papy, III, Esq.

Eighth: The initial Board of Directors of the corporation shall consist of one person. The name and address of the person who is to serve as director until the initial meeting of shareholders or until his successor is elected and shall qualify is:

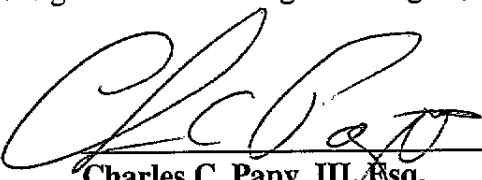
Thomas Conlan
5330 N.W. 20th Terrace
Ft. Lauderdale, Florida 33309

Ninth: The name and address of the incorporator is:

Thomas Conlan
5330 N.W. 20th Terrace
Ft. Lauderdale, Florida 33309


Thomas Conlan, Incorporator

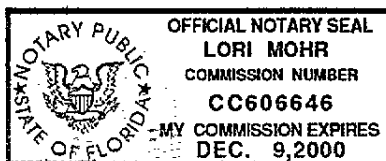
Charles C. Papy, III, Esq., having been designated to act as Registered Agent, hereby agrees to act in this capacity.


Charles C. Papy, III, Esq.
Duane, Morris & Heekscher, LLP
200 South Biscayne Boulevard
Suite 3410
Miami, Florida 33131

STATE OF FLORIDA)
): SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4 day of December, 2000, by Charles C. Papy, III, Esq., who is personally known to me.


Notary Public, State of Florida



FILED
00 DEC -7 PM 12:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA