

Charter Number Only

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VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

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CORPORATION(S) NAME

Florida Air Express, Inc.

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01 JAN 10 PM 12:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

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ARTICLES OF INCORPORATION

OF

FLORIDA AIR EXPRESS, INC

ARTICLE I - NAME

The name of this corporation is FLORIDA AIR EXPRESS, INC

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation shall be any and all activities permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 share(s) of common stock with a par value of one dollar.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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.

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ARTICLE VII - PRINCIPAL OFFICE AND INITIAL
REGISTERED OFFICE AND AGENT

The street address of principal office and initial registered office of this corporation is 1525 B S. Andrews Avenue, Fort Lauderdale, Florida 33301 and the name of the initial registered agent of this corporation, at that address is Jean Robert Achille who by his signature affixed below accepts this office.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of director(s) may be increased from time to time by the bylaws. The name and address of the initial director of this corporation is:

NAME	ADDRESS
Jean Robert Achille	1525 B S. Andrews Avenue Fort Lauderdale, Florida 33301

ARTICLE IX - INCORPORATOR

The name(s) and address(es) of the person(s) signing these articles is:

NAME	ADDRESS
Jean Robert Achille	1525 B S. Andrews Avenue Fort Lauderdale, Florida 33301

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors

and shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) in the amount set opposite his name(s):

NAME	NUMBER OF SHARES
Jean Robert Achille	100

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XII - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not less than five hundred dollars.

ARTICLE XIII-MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

ARTICLE XIV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General

Corporation Act.

ARTICLE XV - DIRECTORS, RESIDENCY AND COMPENSATION

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XVI - REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any director from office during his term.

ARTICLE XVII - LIMITATION ON POWERS OF COMMITTEES

In addition to other limitation, imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors to authorize any merger or dissolution.

ARTICLE XVIII - DIRECTOR QUORUM AND VOTING

All of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote all of the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

ARTICLE XIX - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XX - REDUCTION IN STATED CAPITAL

The stated capital of this corporation shall not be reduced by action of the Board of Directors

where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

ARTICLE XXI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE XXII - SUB CHAPTER "S"


AND 1244 STOCK

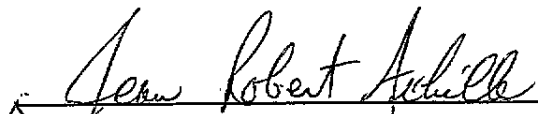
It is the intention of the undersigned corporation to consent to the election under Internal Revenue Code, Section 1372(a) and to be treated as a "Small Business Corporation: and the Plan to issue 1244 Stock in connection therewith shall be set forth in the By-Laws of this corporation.

ARTICLE XXIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 Incorporator(s) has/have executed these Articles of Incorporation on the 8 day of January 2001.


JEAN ROBERT ACHILLE
INCORPORATOR


JEAN ROBERT ACHILLE
REGISTERED AGENT

STATE OF FLORIDA)
)SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public, authorized to take acknowledgments in the state and county set forth above, personally appear JEAN ROBERT ACHILLE known to me and known by me to be the person(s) who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 8 day of January, 2001.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:



Marie R Taylor
My Commission CC610516
Expires January 27, 2001

STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and
Directors.

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

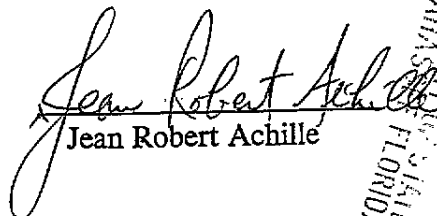
FLORIDA AIR EXPRESS, INC., a corporation organized (or organizing) under the laws of the
State of Florida with its principal office at 1525 B S. Andrews Avenue, Fort Lauderdale, Florida
33301 has named JEAN ROBERT ACHILLE, 1525 B S. Andrews Avenue, Fort Lauderdale,
Florida 33301 as its agent to accept service of process within this State.

OFFICERS AND DIRECTORS:

<u>NAME:</u>	<u>TITLE:</u>	<u>ADDRESS</u>
Jean Robert Achille	President	1525 B S. Andrews Avenue
	Treasurer	Ft. Lauderdale, FL 33301
Jean Robert Achille	Vice President	1525 B S. Andrews Avenue
	Secretary	Ft. Lauderdale, FL 33301

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep office open during
prescribed hours; to post my name (and any other officers of said corporation authorized to accept
service of process at the above Florida designated address) in some conspicuous place in office as
required by law.


Jean Robert Achille

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