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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

800004288568--3

-05/23/01--01002--009

*****78.75 *****78.75

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. AEREO CUBA INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)



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Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 MAY 22 PM 3:00
TO ADDRESS PLEASE
INDICATE SUFFICIENCY OF FILING

FILED
01 MAY 22 AM 8:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

4V

D. WHITE MAY 23 2001

Examiner's Initials

ARTICLES OF INCORPORATION

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

AereoCuba Inc.

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TALLAHASSEE FLORIDA

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

3802 sw 93 ave.
Miami, Fl. 33165

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

This corporation shall consist of 100 shares
of common stock. Having a \$10.00 per value.

ARTICLES IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Lisset Hernandez
3802 SW 93 AVE.
Miami, Fl. 33165

ARTICLE V INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

AereoCuba Inc.
3802 sw 93 ave.
Miami, Fl. 33165

ARTICLE VI DIRECTOR(S)

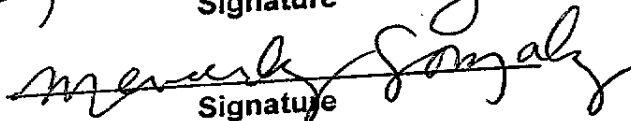
The name(s) and street address(es) of the director(s) to these Articles of Incorporation is(are):

Lisset Hernandez (President)
3802 sw 93 ave. Miami, Fl. 33165

Mercedes Gonzalez (Vice-President)
3802 sw 93 ave. Miami, Fl. 33165

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 21 day of May, 2001


Signature


Signature

Signature

Articles of Incorporation
Filing Fee - \$35

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01 MAY 22 AM 8:01

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that AeredCuba Inc.

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named Lisset Hernandez

located at 3802 sw 93 ave

City of Miami County of FL 33165 State of Florida,

as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS 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 REGISTERED AGENT.

SIGNATURE

Lisset Hernandez
Registered Agent